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NAGIN GALLOP FIGUEROA P.A.

Attorneys & Counselors

3225 Aviation Avenue - Third Floor  
Miami, Florida 33133

Telephone: (305) 854-5353

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March 26, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/27/98--01075--006

\*\*\*\*\*70.00 \*\*\*\*\*70.00

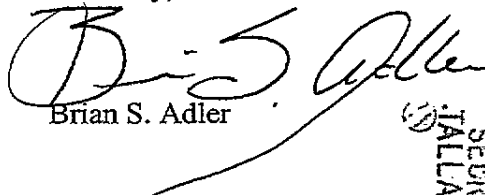
RE: Vacation Owners' Club, Inc.

Dear Sir or Madam:

I have enclosed an original and one copy of the Articles of Incorporation for Vacation Owners' Club, Inc. and our Check No: 1042 in the sum of \$70.00 representing \$35.00 filing fee, \$35.00 registered agent fee.

Thank you for your courtesy and cooperation. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Brian S. Adler

BSA:lck  
Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3-30-98

**ARTICLES OF INCORPORATION OF  
VACATION OWNERS' CLUB, INC.**

**ARTICLE - NAME**

The name of the corporation is VACATION OWNERS' CLUB, INC.  
(hereinafter "Corporation").

**ARTICLE - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida, including but not limited to the sale and marketing of time share properties.

**ARTICLE III - PRINCIPAL OFFICE**

The Corporation's principal office and mailing address is:

6890 S.W. 89<sup>th</sup> Court  
Miami, Florida 33173

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent and street address of the initial registered office of this Corporation is:

LUIS FIGUERO  
Nagin Gallop Figueredo, P.A.  
3225 Aviation Avenue, Suite 301  
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is:

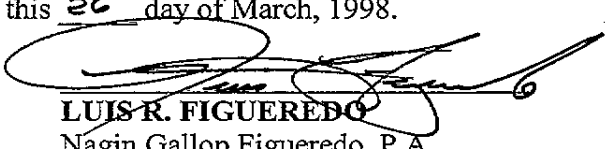
PEDRO SALCEDO  
6890 S.W. 89<sup>th</sup> Court  
Miami, Florida 33173

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

LUIS FIGUEREDO  
Nagin Gallop Figueredo  
3225 Aviation Avenue  
Suite 301  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 1998.

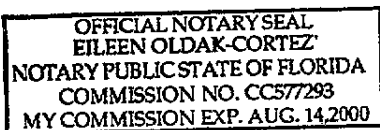
  
LUIS R. FIGUEREDO  
Nagin Gallop Figueredo, P.A.  
Incorporator

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF MIAMI-DADE    )

THE FOREGOING INSTRUMENT was acknowledged before me by LUIS R. FIGUEREDO this 26 day of March, 1998 who is personally known to me.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

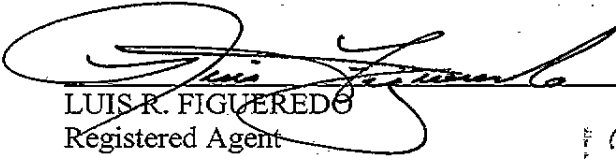
**W I T N E S S E T H:**

That VACATION OWNER'S CLUB, INC. desiring to organize under the laws of the State of Florida, has named LUIS R. FIGUEREDO located at 3225 Aviation Avenue, Suite 301, Miami, Florida 33133, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 26<sup>th</sup> day of March, 1998.

  
LUIS R. FIGUEREDO  
Registered Agent

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TALLAHASSEE, FLORIDA

Articles of Incorporation  
Vacation Owners' Club, Inc.