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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 817238 149697A

AUTHORIZATION : Patricia Pizuto

COST LIMIT : \$ 70.00

ORDER DATE : May 13, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 817238-005

CUSTOMER NO: 149697A

CUSTOMER: Karen M. Brown, Legal Asst
SWANN HADLEY DENION & ALVAREZ,
P.A.
1031 W. Morse Boulevard
Suite 270
Winter Park, FL 32789

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 13 AM 11:35

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DOMESTIC FILING

NAME: INTERNATIONAL RESORTS USA, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

g 5/13/98

RECEIVED
98 MAY 13 AM 10:39
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
98 MAY 13 AM 11:35

ARTICLES OF INCORPORATION
OF
INTERNATIONAL RESORTS USA, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be International Resorts USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be 1031 W. Morse Blvd.; Suite 250, Winter Park, Florida 32789.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which the corporation is organized shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated Common Shares with a par value of ten cents (\$.10) per share.

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

The initial street address of the registered office of the corporation in the state of Florida is 1031 West Morse Boulevard, Suite 270, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Swann,

Hadley & Alvarez, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be four (4).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

<u>Name</u>	<u>Address:</u>
Ronald Bension	633 Inverness Drive Flintridge, CA 91011
Terence R. McAuliffe	7527 Old Dominion McLean, Virginia 22102
Ralph V. Hadley III	1031 W. Morse Blvd.; Suite 270 Winter Park, Florida 32789
Richard R. Swann	1031 W. Morse Blvd.; Suite 270 Winter Park, Florida 32789

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address:</u>
Richard R. Swann	1031 W. Morse Blvd.; Suite 270 Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

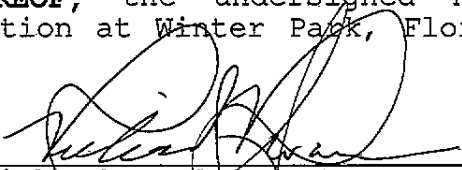
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X1 - INDEMNIFICATION

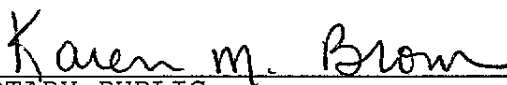
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

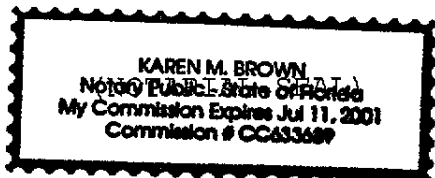
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 12th day of May, 1998.


Richard R. Swann, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 12th day of May, 1998, by Richard R. Swann who is personally known to me and who did take an oath.

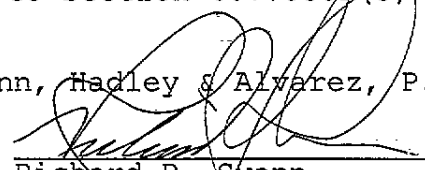

NOTARY PUBLIC
Printed Name: Karen M. Brown
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Swann, Hadley & Alvarez, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0501(3) of the Florida Business Corporation Act.

Swann, Hadley & Alvarez, P.A.

BY: 
Richard R. Swann
President

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