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GREENSPOON MARDER HIRSCHFELD RAFKIN ROSS & BERGER

PROFESSIONAL ASSOCIATION

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November 13, 1998

Orlando Office

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****122.50 *****78.75

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

Re: Incorporation of Regent Vacations & Management, Inc.

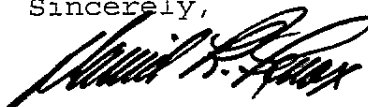
Dear Sir/Madam:

I have enclosed an original and one copy of an executed Articles of Incorporation, including a certificate designating registered office and registered agent and acceptance of registered agent for filing the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 made payable to the Secretary of State to cover the following costs:

Filing Fee for Articles	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
TOTAL	\$122.50

Please forward the conformed copy of the Articles of Incorporation to the undersigned. If you have any questions, please feel free to contact me. Thank you.

Sincerely,



David R. Lenox

DRL/amw
Enclosures

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98 NOV 17 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
g: [unclear] ltr

¹Also admitted in New York
²Also admitted in Texas
³Also admitted in Colorado

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REGENT VACATIONS & MANAGEMENT, INC.

ARTICLE I. - NAME

The name of this corporation is REGENT VACATIONS & MANAGEMENT, INC.

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal place of business and the mailing address of the corporation is 328 Columbo Circle, Orlando, Florida 32804.

ARTICLE III. - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 328 Columbo Circle, Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is David R. Lenox.

ARTICLE V. - INCORPORATOR

The name and address of the incorporator is as follows: David R. Lenox.

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The name and street address of each member of this corporation's first Board of Directors are as follows:

Name	Address
Kathryne M. Lenox, President	328 Columbo Circle Orlando, FL 32804
David R. Lenox, Vice-President	328 Columbo Circle Orlando, FL 32804

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 16 day of November, 1998.



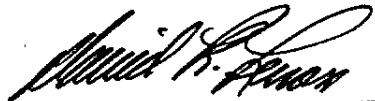
DAVID R. LENOX

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

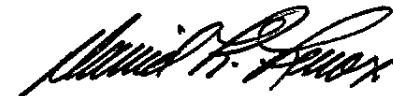
1. The name of the corporation is: REGENT VACATIONS & MANAGEMENT, INC.

2. The name and address of the registered agent and office is: David R. Lenox, 328 Columbo Circle, Orlando, Florida 32804.

By: 
DAVID R. LENOX
Title: *Vice President*

Dated this 16 day of November, 1998.

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 MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


David R. Lenox

Dated this 16 day of November, 1998.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA