

Interval Title Services, Inc.

A Full Service Company Since 1982

604 Courtland Street, Suite 100

Orlando, Florida 32804

Phone: 407-629-7228 / Fax: 407-629-7226

Toll Free: 1-888-629-7228

H. James Stadelman, President
Marsha A. Proffitt, Vice-President

March 17, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporating Barefoot'n
Management Corporation in
Florida.

PLEASE RUSH! Thank you.

Dear Sir/Madam:

Please find enclosed:

(1) Original Articles of Incorporation of Barefoot'n
Management Corporation which the subscriber wishes to incorporate
in the State of Florida;

(2) A true copy of said Articles;

(3) Our check numbered #13942 payable to the Division in the
sum of \$78.00 for filing fee and purchase of a certified copy of
said Articles;

(4) An air courier pouch, "postage prepaid", for express
return of the Secretary's certificate re incorporation and a
certified copy of the Articles.

Thank you for your service in this matter. If you have any
questions, please do not hesitate to call. All the best!

Very truly yours,

MARK R. SWICK

MRS/st
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FILED
99 MAR 18 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BRUCK MAR 25 1999

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99 MAR 18 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BAREFOOT'N IN THE KEYS MANAGEMENT CORPORATION

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **BAREFOOT'N IN THE KEYS
MANAGEMENT CORPORATION.**

ARTICLE II

Duration and Existence

The existence of this corporation shall be perpetual.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$ 1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the

stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock, when issued, shall be paid for and shall be nonassessable.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 604 Courtland Street, Suite 100, Orlando, Florida, 32804 and the name of the initial registered agent of this corporation at that address is H. JAMES STADELMAN.

ARTICLE V

Purposes, Business or Objects

The general nature of business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) To Buy, Sell, Own, Rent, Exchange, Transfer, Invest in and or otherwise manage Real Estate including timeshare Real Estate interest and operate various business enterprises.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other

obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

(e) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(f) To conduct its business, carry on its operations and have offices and exercise the powers conferred by the laws of the State of Florida within or without the State of Florida.

(g) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation.

(h) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(i) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(j) To pay pensions and establish Pension Plans, Profit Sharing Plans, Stock Bonus Plans, Stock Option Plans and other incentive plans for any or all of its Directors, Officers and Employees or its subsidiaries.

(k) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

(m) In general, to carry on any other business in connection with the foregoing and to have and exercise all power conferred by the laws of the State of Florida, and any amendments thereto and to do any and all things hereinabove set forth to the same extent as a natural might or could do.

The foregoing clauses shall be constructed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at 5770 West Irlo Bronson Memorial Highway, Suite 142, Kissimmee, Florida, 34746 but the corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the

election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Charles D. Hundley, President	5770 W. Irlo Bronson Memorial Hwy, #142 Kissimmee, Florida 34746
John E. Springer, Treasurer	5770 W. Irlo Bronson Memorial Hwy, #142 Kissimmee, Florida 34746
Judith M. Williams, Secretary	5770 W. Irlo Bronson Memorial Hwy, #142 Kissimmee, Florida 34746

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is: H. JAMES STADELMAN, Esquire, 604 Courtland Street, Suite 100, Orlando, Florida, 32804.

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other Corporation, or are Directors or Officers

of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he/she were not such Officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

(b) The bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

H James Stadelman

STATE OF FLORIDA

COUNTY OF ORANGE

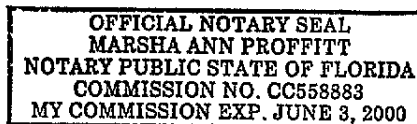
BEFORE ME, the undersigned authority, on this 17th day of March 1999, personally appeared H. JAMES STADELMAN well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein contained.

WITNESS my hand and official seal the date aforesaid.

Marsha Ann Proffitt

Notary Public

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT AS
RESIDENT AGENT AND REGISTERED AGENT**

I, H. JAMES STADELMAN, hereby accept appointment as resident agent and as registered agent of **BAREFOOT'N IN THE KEYS MANAGEMENT CORPORATION**, agree to accept service of process on said company at 5770 W. Irlo Bronson Memorial Highway, Suite #142, Kissimmee, Florida, 34746.

DATE

3/17/99

H. James Stadelman
H. JAMES STADELMAN

FILED
99 MAR 18 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA