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October 20, 1999

FILED
99 OCT 22 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Incorporation Division
409 E Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
10-20-99

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find a copy of the Articles of Incorporation for Resort Exchange International, Inc. and a check for Seventy Eight Seventy Five (\$78.75). At your earliest convenience, please fully execute said document and return in the provided UPS envelope.

Should you have any questions, please call me at 407-839-8891. Thank you for your assistance.

Most Sincerely Yours,

Barbara E. Barnette

Barbara E. Barnette
Secretary

Enclosures

**ARTICLES OF INCORPORATION
OF
RESORT EXCHANGE INTERNATIONAL, INC.**

EFFECTIVE DATE
10-20-99

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Resort Exchange International, Inc. and its principal office and mailing address is 301 E Hillcrest Street, Orlando, FL 32801.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on October 20, 1999.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one thousand shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be one (1) thousand shares at no par

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value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof;; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions o which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (I) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 301 E Hillcrest Street, Orlando, FL 32801, and the initial registered agent of the corporation at such address is Barbara Barnette.

ARTICLE VII

Incorporator_____

The name and address of the corporation's incorporator is:

Name: Anthony A Arrigoni Address: 3107 McEwan View Circle
Orlando, FL 32807

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

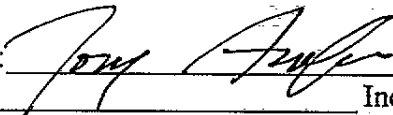
IN WITNESS THEREOF, the undersigned has executed these Articles this 20th day of October 1999.

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Resort Exchange International, Inc., desiring to organize under the laws of the State of Florida, hereby designated Barbara Barnette, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 301 E Hillcrest Street, Orlando, FL 32801, the office of its Registered Agent, as its Registered Office.

RESORT EXCHANGE INTERNATIONAL, INC.

By:  Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


Registered Agent