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Law Office

KRISTEN M. JACKSON

5401 S. Kirkman Rd., Suite 310
Orlando, Florida 32819
www.lawyers.com/kmjackson

Telephone (407) 926-5755
Facsimile (407) 926-5765
E-mail: kmjacklaw@aol.com

November 9, 2001

Katherine Harris, Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Dear Sir or Madam:

Enclosed is the Application By Foreign Corporation for Authorization to Transact Business in Florida and certificate of existence for each of the following corporations:

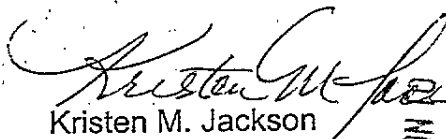
1. Timeshare Nation, Inc.
2. Timeshare Warehouse, Inc. WO 1-26870
3. About Timeshare, Inc.
4. Worldwide Points, Inc.

600004693936--3
-11/20/01--01018--001
****140.00 *****70.00

Also enclosed is a check for \$140.00 (\$35.00 for each) for the filing fee for all of the Applications.

If you have any questions please contact me.

Sincerely,


Kristen M. Jackson

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 19 AM 9:00

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up

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

In compliance with F.S. 607.1503, the following is submitted to register a foreign corporation to transact business in the state of Florida:

1. Name of corporation: Timeshare Warehouse, Inc.
2. State or country under the law of which it is incorporated: Delaware
3. FEI number, if applicable: Applied for.
4. Date of incorporation: September 25, 2001
5. Duration: Perpetual
6. Date first transacted business in Florida: upon qualification.
7. Principal Office Address: 3928 Corveta Court, Orlando, Florida 32837.
Mailing Address: Same
8. Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida: Timeshare sales.
9. Name and street address of Florida registered agent:
Tom Costigan; 3928 Corveta Court, Orlando, Florida 32837.
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Tom Costigan

11. Attached is a certificate of existence duly authenticated, not more than 90 days before delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 19 AM 9:00

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Michael Costigan 3928 Corveta Court, Orlando, Florida 32837.

Sue Costigan 3928 Corveta Court, Orlando, Florida 32837.

Karie Hallaert 3928 Corveta Court, Orlando, Florida 32837.

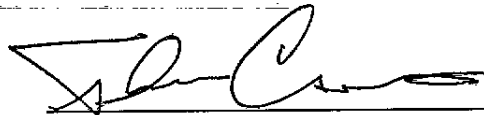
Tom Costigan 3928 Corveta Court, Orlando, Florida 32837.

B. OFFICERS

President: Tom Costigan 3928 Corveta Court, Orlando, Florida 32837.

Secretary: Sue Costigan 3928 Corveta Court, Orlando, Florida 32837.

Dated: 11/7/, 2001



Tom Costigan, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 19 AM 9:00

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIMESHARE WAREHOUSE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 2001.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 19 AM 9:01



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1423435

DATE: 11-01-01