

L990000000890

ALAN F. GONZALEZ, P.A.

Attorney at Law

1602 West Sligh Avenue

Suite 300

Tampa, Florida 33604-5809

(813) 935-2552 FAX (813) 933-5836

February 3, 1999

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

400002767484-1
-02/08/99-01078-005

RE: AMERICAN VACATION PROFESSIONALS, L.C.

***337.50 ***337.50

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization for the above Company for filing with your office. Also enclosed is our check in the sum of \$337.50 to cover filing fees, etc.

Very truly yours,

ALAN F. GONZALEZ

AFG:et

Enclosures

FILED
99 FEB -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	2/16/99
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Adm. Judgement	DCC
W. P. Verifier	DCC

L990000000890

ARTICLES OF ORGANIZATION
OF
AMERICAN VACATION PROFESSIONALS, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME AND BUSINESS MAILING ADDRESS

The name of this limited liability company shall be:

AMERICAN VACATION PROFESSIONALS, L.C.

9241 Hidden Bay Lane

Orlando, FL 32819

FILED
99 FEB -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from the above date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is for sales and marketing of vacation ownership condominiums and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent for the Company in the State of Florida is **John B. Malone**. The street address for the Company and the registered agent for the Company is **9241 Hidden Bay Lane, Orlando, FL 32819**.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the attached Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contribution to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of management, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members by majority vote of said members and in accordance with the regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the subscribers of the company are:

<u>NAME</u>	<u>ADDRESS</u>
KYCOR LTD, Inc. (Managing Member - 65% of vote)	9241 Hidden Bay Lane Orlando, FL 32819
RANDALL HEWITT (Managing Member -35% of vote)	P. O. Box 771424 Orlando, FL 32877

ARTICLE X - TAX STATUS OF COMPANY

It is the intent of the undersigned subscribers that the Company shall be treated as a partnership for federal tax purposes.

ARTICLE XI - NON-REGISTRATION AS SECURITY

The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE

**OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED
UNDER THAT ACT.**

The company shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

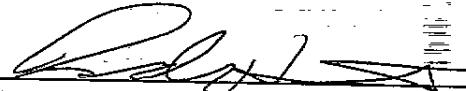
- i. That no offer or sale of certificates in the company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the company shall be made to more than 35 purchasers for a period in excess of 12 months.
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the company;
- v. That no person shall be paid a commission for the sale of certificates in the company or otherwise receive compensation for the sale of certificates in the company; and
- vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Tampa, Florida, for the foregoing uses and purposes this 1ST day of FEBRUARY, 1999.

KYCOR LTD, INC.

By: 


JOHN B. MALONE, President

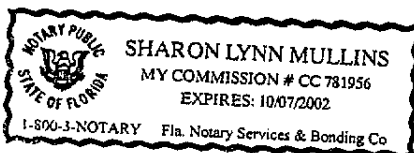

RANDALL HEWITT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME personally appeared, JOHN B. MALONE and RANDALL HEWITT, individually, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of FEBRUARY, 1999.

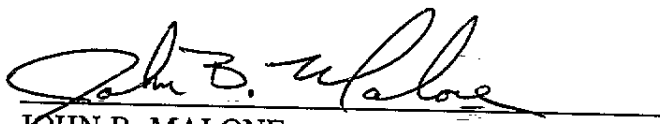

NOTARY PUBLIC



FILED
99 FEB -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Organization of AMERICAN VACATION PROFESSIONALS, L.C., as the registered agent of this limited liability company, hereby consents to acceptance of service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.


JOHN B. MALONE
REGISTERED AGENT

FILED
99 FEB -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

<u>Subscriber</u>	<u>Cash Contributed</u>	<u>Property Contributed</u>
KYCOR LTD., INC.	\$325.00	None
RANDALL HEWITT	\$175.00	None

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

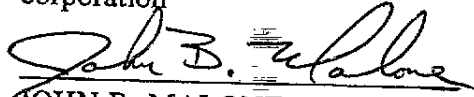
STATE OF FLORIDA
COUNTY OF ORANGE

The Undersigned affiant, JOHN B. MALONE, as President of KYCOR LTD., INC., hereby states after being duly sworn, deposes and says:

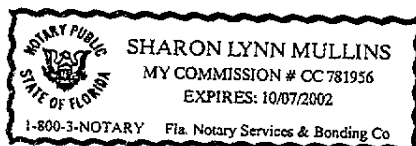
1. The undersigned member or authorized representative of a member of **AMERICAN VACATION PROFESSIONALS, L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$500.00. The undersigned affiant has contributed \$325.00.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$500.00. This total includes amounts from paragraphs 3 and 4 above.


THE AFFIANT SAYS NOTHING FURTHER.

KYCOR LTD., INC., a Florida corporation


JOHN B. MALONE, President
Affiant

Subscribed before me, the undersigned authority, by JOHN B. MALONE, who is known to me on this 15th day of ~~January~~ FEBRUARY, 1999.




Notary Public
Commission Expires
Commission No.
Seal

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE :

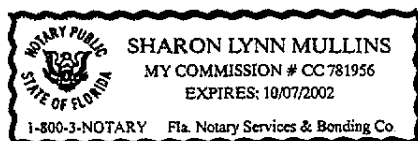
The Undersigned affiant, RANDALL HEWITT, hereby states after being duly sworn, deposes and says:


1. The undersigned member or authorized representative of a member of **AMERICAN VACATION PROFESSIONALS, L.C.**, deposes and says the following in satisfying Section 608.407(2), Fla. Stat.
2. The above named limited liability company has at least two members
3. The total amount of cash contributed by the members is \$500.00. Of that sum, the undersigned affiant has contributed \$175.00.
4. If any, the agreed value of property other than cash contributed by members is \$-0-.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from paragraphs 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.


RANDALL HEWITT
Affiant

Subscribed before me, the undersigned authority, by RANDALL HEWITT, who is known to me on this 1ST day of ~~January~~, 1999.
FEBRUARY




Notary Public
Commission Expires
Commission No. _____
Seal