

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000063316

Timeshares by Owner
of Orlando, Inc.

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-06/29/00--01032--010
*****70.00 *****70.00

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retraction _____
- ____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 29 PM 12:08

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 29 AM 9:55

RECEIVED

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

JUN 29 2000

FILED

00 JUN 29 PM 12:08

ARTICLES OF INCORPORATION

OF

TIMESHARES BY OWNER OF ORLANDO, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Timeshares By Owner of Orlando, Inc. (the "Corporation").

2. The principal office of the Corporation is 2569 Woodgate Boulevard, Suite 201, Orlando, Florida 32822.

3. The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares of Common Stock, no par value per share.

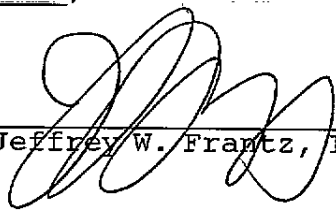
4. The street address of the initial registered office of this Corporation is 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181, and the name of the initial registered agent of this Corporation at that address is Jeffrey W. Frantz, Esq.

5. The name and address of the person signing these Articles of Incorporation as incorporator is Jeffrey W. Frantz, Esq., 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181.

6. The Corporation shall have one (1) director initially. The initial Director shall be Michael Skidd. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

7. The initial officers of the Corporation shall be Michael Skidd, President. Treasurer, Secretary. The officers may be changed at the time and in the manner set forth in the Organizational Minutes, Bylaws of the Corporation, or as provided in any Shareholders Agreement entered into between the shareholders of the Corporation and the Corporation.

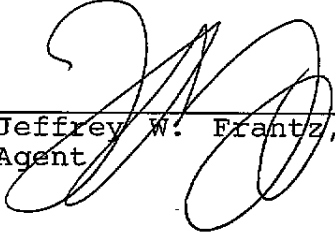
Dated: 6/19, 2000


Jeffrey W. Frantz, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Timeshares By Owner of Orlando, Inc. at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: 6/19, 2000



Jeffrey W. Frantz, Registered
Agent