



THE UNITED STATES
CORPORATION
COMPANY

000000104922

ACCOUNT NO. : 072100000032

REFERENCE : 871859 7228594

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pijet

ORDER DATE : October 23, 2000

ORDER TIME : 10:17 AM

ORDER NO. : 871859-005

CUSTOMER NO: 7228594

CUSTOMER: Mr. Tom C. Health
Mr. Tom L. Heath

1050 Ben Franklin Drive

Sarasota, FL 34236

700003457287--8

DOMESTIC FILING

NAME: PRESTORESORTS.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: NORMA HULL - EXT. 1115

EXAMINER'S INITIALS:

cf 11/8/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV - 8 PM 4:02

RECEIVED
14:1 PM 8-10100
DIVISION OF CORPORATIONS
11/8/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV -8 PM 4:02

ARTICLES OF INCORPORATION
OF

PRESTORESORTS.COM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRESTORESORTS.COM, INC.

The address of the principal office of this corporation shall be 1050 Ben Franklin Drive, Sarasota, Florida 34236, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation will advertise timeshare sales via the internet, engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1050 Ben Franklin Drive, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Tom L. Heath.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas J. Ford	10 South Adams Drive
Dir.	Sarasota, Florida 34236

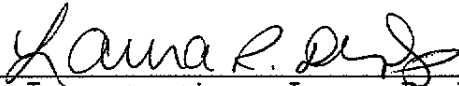
Tom L. Heath	1050 Ben Franklin Drive
Dir.	Sarasota, Florida 34236

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on November 8, 2000.



Its Incorporator, Laura R. Dunlap

njh

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Tom L. Heath, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PRESTORESORTS.COM, INC.

Tom L. Heath is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Tom Heath

Typed Name: Tom L. Heath

jjw