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DISSOLUTION
MILLENNIUM TIMESHARES, INC.

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ARTICLES OF DISSOLUTION
OF
MILLENNIUM TIMESHARES, INC.

The undersigned, being the President of Millennium Timeshares, Inc., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

ARTICLE I

The name of the corporation is MILLENNIUM
TIMESHARES, INC.

ARTICLE II

The dissolution was authorized on October 1, 2001.

ARTICLE III

The dissolution was approved by written consent of the
Shareholders and Directors of the Corporation effective
as of the 1st day of October, 2001.

The undersigned Officer for the purpose of dissolving Millennium
Timeshares, Inc. under the laws of the State of Florida, has executed these Articles
of Dissolution as of this 1st day of October, 2001.

By:


Michael D. Kent
President

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WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS OF
MILLENNIUM TIMESHARES, INC.
TO LIQUIDATE CORPORATION
PURSUANT TO PLAN OF LIQUIDATION

The undersigned, constituting all of the members of the Board of Directors and all of the Shareholders of Millennium Timeshares, Inc., a Florida corporation (the "Corporation"), consent to, ratify, approve and adopt the following corporate resolutions:

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution in accordance with Section 331 of the Internal Revenue Code of 1986, as amended:

PLAN OF LIQUIDATION OF MILLENNIUM TIMESHARES, INC.

1. The officers and directors are authorized to proceed promptly to wind up the corporation's affairs.
2. The officers and directors are authorized to pay or provide for any remaining liabilities; to establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if they deem such a reserve to be desirable; and to sell, transfer and/or distribute the assets of the corporation, subject to any remaining liabilities, to the sole shareholder or to a liquidating trustee appointed by the sole shareholder.
3. As soon as practicable, but only in the event determined necessary by the officers, the officers shall take all appropriate and necessary action to dissolve the corporation under Florida law.
4. The foregoing constitutes the Plan of Liquidation and Dissolution of the Corporation within the meaning of Section 331 of the Internal Revenue Code of 1986, as Amended and is adopted on the 1st day of October, 2001.

FURTHER RESOLVED, that the President of the Corporation is authorized to take whatever actions he deems necessary or desirable to effect the foregoing resolutions; and it is

FURTHER RESOLVED, that this consent may be executed in one or more counterparts and by facsimile, all of which together shall constitute an original, with this consent being effective at such time as an original executed copy or faxed copy signed by each director is delivered to the Corporation, and all of which together shall constitute one authorization of the resolutions set forth herein.

IN WITNESS WHEREOF, the undersigned adopt the foregoing resolutions effective as of the 1st day of October, 2001.



Michael L. Kent

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