

PO1000074355

2526 22nd St. N.
St. Petersburg, Florida 33713
July 23, 2001

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

800004499918--5
-07/26/01--01054--004
122.50 **78.75

RE: Vacation Timeshare Resale's Inc.

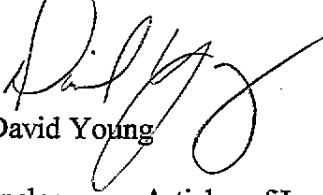
Gentlemen:

EFFECTIVE DATE

07/23/01

Enclosed please find the Articles of Incorporation to be filed for a new corporation -
Vacation Timeshare Resale's Inc. Enclosed is our check in the amount of \$122.50 for
filing fees, including a certification statement for the new corporation.

Sincerely,



David Young

enclosures - Articles of Incorporation (2)
Check - \$122.50

01 JUL 26 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS
7/27/01

FILED

01 JUL 26 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VACATION TIMESHARE RESALE'S INC.

EFFECTIVE DATE

07/23/01

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I
NAME

~~The name and address of this corporation shall be:~~

Vacation Timeshare Resale's Inc.
2526 22nd Street North
St. Petersburg, Florida 33713

ARTICLE II
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
STOCK CLAUSE

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV
SUBSCRIBERS, INCORPORATORS & DIRECTORS

The name and address of the subscriber and incorporator is:

David . Young

2526 22nd Street North.
St. Petersburg, FL 33713

The names and addresses of the Directors are:

Charles P. Caravano	2526 22nd Street North. St. Petersburg, FL 33713
Anthony Kelly	2526 22nd Street North St. Petersburg, FL 33713
David Young	2526 22nd Street North St. Petersburg, FL 33713

ARTICLE V INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII DIRECTORS

A. The business of the corporation shall be managed initially by a Board consisting of three (3) directors. The number of directors may be increased or decreased, as provided in the bylaws, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

ARTICLE VIII EFFECTIVE DATE

The date that corporate existence shall begin is July 23, 2001. This election is pursuant to Florida Statute 607.0123.

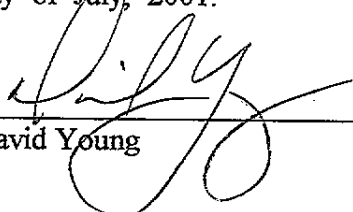
ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is 2526 22nd Street North, St. Petersburg, Florida 33713. The name of the Registered Agent of this corporation is David Young at the above office address.

ARTICLE X BYLAWS

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator, certifies to the truth of the facts herein stated, this 23rd day of July, 2001.



David Young

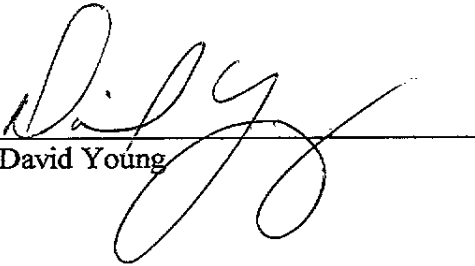
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01 JUL 26 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby accept appointment as Registered Agent of Vacation Timeshare Resale's
Inc., dated this 23rd day of July, 2001.


David Young