

Karen Bradbeer, E.A. (Retired)
Catherine A. Bailes, C.P.A.

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October 2, 2001

Florida Dept. of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

800004634878-7
-10/12/01-01056-006
*****77.00 *****77.00

IN RE: Timeshares For Auction, Inc.

To Whom It May Concern:

Please find enclosed Articles of Corporation for the above referenced entity.

A Check in the amount of \$77.00 is enclosed for the fees required to set-up this corporation. Please forward documents to:

Bradbeer & Associates
1307 E. Normandy Blvd., Suite 1
Deltona, FL 32725

Thank you for your assistance regarding this matter.

Respectfully,
BRADBEER & ASSOCIATES


RACHEL HARWOOD-HOUGHTON
Accountant

/rhh
Enclosures (2) Articles of Incorporation
Check for \$77.00

01 OCT 12 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B10 15/01 -

Members
American Institute of
Certified Public Accountants

Florida Institute of
Certified Public Accountants

FILED

01 OCT 12 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIMESHARES FOR AUCTION, INC.**

The Undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is Timeshares For Auction, Inc.

ARTICLE II- DURATION

The existence of the Corporation shall commence with the filing of these articles. The duration of the Corporation in perpetual.

ARTICLE III-PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation shall have the authority to issue 10,000 shares of common stock, in one class only, each having a par value of \$1.00. Each of the said shares will entitle the holder thereof to one vote at any meeting of the shareholders.

ARTICLE V-REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is Howard S. Levene.

The mailing address of the Corporation is 7709 Sundial Lane, Orlando, FL 32819

The registered address and the principal office of the Corporation is 7709 Sundial Lane, Orlando, FL 32819.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI-ACCEPTANCE

Having been named to accept service of process for the Corporation, at the designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED: 10-10-01

Howard Levene

(REGISTERED AGENT)

FILED

01 OCT 12 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation has elected a Board of Directors at the time of filing these Articles of Incorporation and is as follows:

PRESIDENT: Howard S. Levene

The name and address of the Incorporator of these Articles of Incorporation is Howard S. Levene, 7709 Sundial Lane, Orlando, FL 32819.

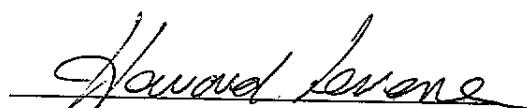
ARTICLE VII-BOARD OF DIRECTORS

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE VIII-INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10 day of OCT., 2001.



Incorporator

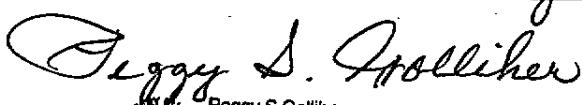
STATE OF FLORIDA, COUNTY OF ~~VOLUSIA~~ ORANGE *psg*

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Howard Levene known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of October, 2001.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES: Aug 1, 2005



Peggy S Gotlicher
My Commission DD046869
Expires August 01, 2005