

**Electronic Articles of Incorporation
For**

**P02000003925
FILED
January 11, 2002
Sec. Of State**

TIMESHARES BY OWNER INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TIMESHARES BY OWNER INTERNATIONAL, INC.

Article II

The principal place of business address:

2171 GRAND NATIONAL DRIVE
102
ORLANDO, FL. 32819

The mailing address of the corporation is:

2171 GRAND NATIONAL DRIVE
102
ORLANDO, FL. 32819

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

50,000

Article V

The name and Florida street address of the registered agent is:

MICHAEL D SMITH SR.
2171 GRAND NATIONAL DRIVE
102
ORLANDO, FL. 32819

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL D. SMITH, SR.

Article VI

The name and address of the incorporator is:

MICHAEL D. SMITH, SR.
3531 OCITA DRIVE
ORLANDO, FL 32837

Incorporator Signature: MICHAEL D. SMITH, SR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
MICHAEL D SMITH SR
3531 OCITA DRIVE
ORLANDO, FL. 32837

Title: VD
MICHAEL D SMITH JR
3531 OCITA DRIVE
ORLANDO, FL. 32837

Title: STD
SHIRLEY J SMITH
3531 OCITA DRIVE
ORLANDO, FL. 32837

Article VIII

This Corporation is a small business corporation as defined in Section 1244 of the United States Internal Revenue Code and its capital stock shall qualify as Section 1244 Common Stock under said Section 1244.

Article IX

The corporation shall indemnify any officer and director and may indemnify any employee or agent of the corporation who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was an officer, director, employee or agent of the corporation, against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, if the person acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that such person reasonably believed to be in the best interests of the corporation and with respect to a criminal action or proceeding, if such person had reasonable cause to believe such person's conduct was unlawful. To the extent that an officer, director, employee or agent of the corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding or in defense of any claim, suit or proceeding, such person shall be indemnified against actual and reasonable expenses, including attorney fees, incurred by such person in connection with the action, suit or proceeding. Any indemnification permitted under this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct and upon an evaluation of the reasonableness of expenses and amounts paid in settlement.