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442 W. KENNEDY BLVD..
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P02000006549

10/5/01

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

300004638203--9
-10/16/01--01032--017
*****70.00 *****70.00

Re: Articles of Incorporation
American Equity Management Corporation

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,

Todd F. Walker

Todd F. Walker

2544
W001-24130

FILED
2002 JAN 18 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/18/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 JAN 18 PM 3:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 18, 2001

TODD F. WALKER, ESQUIRE
442 W. KENNEDY BOULEVARD
SUITE 200
TAMPA, FL 33606

SUBJECT: AMERICAN EQUITY MANAGEMENT CORPORATION
Ref. Number: W01000024130

We have received your document for AMERICAN EQUITY MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 701A00057629

FILED

**ARTICLES OF INCORPORATION
OF
TIMESHARE MAX, INC.**

2002 JAN 18 PM 3:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Timeshare Max, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of common stock with zero par value.

ARTICLE V

Preferences, Privileges, Restrictions and Rights

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: Daniel Toledo.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Timeshare Max, Inc.



Daniel Toledo

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Timeshare Max, Inc.
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE IX

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Toledo	442 W. Kennedy Blvd. Suite 200 Tampa, Florida 33606
Kevin Gillespie	3505 S. MacDill Ave. Tampa, Florida 33611

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TALLAHASSEE FLORIDA

ARTICLE X

Indemnification

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

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 15th. day of December, 2001.



Daniel Toledo, Incorporator