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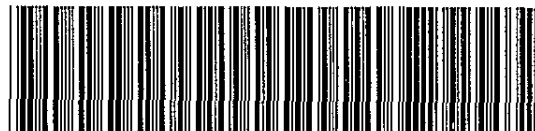
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TALLAHASSEE, FLORIDA

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**J. GERARD CORREA, P.A.**

J. GERARD CORREA  
ATTORNEY AT LAW  
BOARD CERTIFIED TAXATION

275 - 96TH AVE. N., UNIT 6  
ST. PETERSBURG, FLORIDA 33702-2526  
(727) 577-9876

2505 ENTERPRISE RD., SUITE 2  
CLEARWATER, FLORIDA 33763-1100  
(727) 797-3058

REPLY TO  
ST. PETERSBURG



FAX (727) 576-8513

November 21, 2003

Secretary of State  
Charter Division - Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: TIMESHARE RESORT RESALES, INC.

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Incorporation for TIMESHARE RESORT RESALES, INC. Enclosed is our check in the amount of \$78.75, covering the following fees:

Filing Fee for Articles of Incorporation	\$35.00
Certified copy of Articles	8.75
Registered Agent Designation	35.00
Total	\$ 78.75

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk  
Enclosure

**FILED**

ARTICLES OF INCORPORATION  
OF  
TIMESHARE RESORT RESALES, INC.

03 NOV 24 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is TIMESHARE RESORT RESALES, INC.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and the marketing of real estate property interest to members of the general.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 250 Pinewood Drive, City of Maitland, County of Orange, State of Florida, 32751, and the name of the initial registered agent of this corporation at that same address is PHYLLIS A. KEMP.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to

time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of the initial officer of this corporation is: PHYLLIS A. KEMP, 250 Pinewood Drive, Maitland, Florida, 32751.

#### ARTICLE VII - Incorporator

The name and address of the initial incorporator of this corporation is: PHYLLIS A. KEMP, 250 Pinewood Drive, Maitland, Florida, 32751.

#### ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of the initial officers of this corporation are: President and Secretary, PHYLLIS A. KEMP, 250 Pinewood Drive, Maitland, Florida 32751 and Treasurer, LISA BARESE, 6901 80<sup>th</sup> Avenue North, Pinellas Park, Florida 33781.

#### ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

#### ARTICLE X - Indemnification

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI - Amendment

The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, or any right conferred on shareholders by majority vote.

The Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

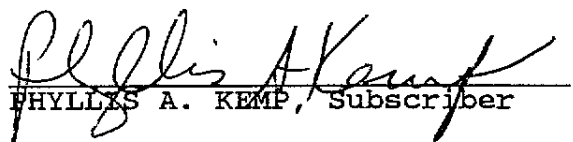
ARTICLE XIII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - Pre-Emptive 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber hereunto has set her hand and seal this 18 day of November, 2003.

  
PHYLLIS A. KEMP, Subscriber

STATE OF FLORIDA

COUNTY OF ORANGE

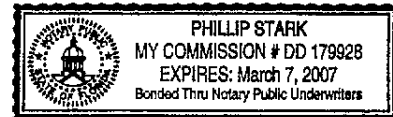
The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of November, 2003, by PHYLLIS A. KEMP who is personally known to me or who has produced FLORIDIAN'S LICENSE as identification and who did take an oath.

NOTARY PUBLIC

Phillip Stark  
Sign

PHILLIP STARK  
Print

State of Florida at Large  
My commission expires:



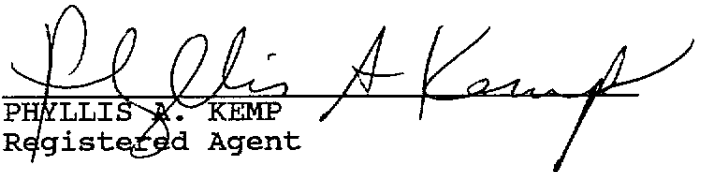
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That TIMESHARE RESORT RESALES, INC., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Orange, State of Florida, has named PHYLLIS A. KEMP, whose address is 250 Pinewood Drive, Maitland, Florida, 32751, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

  
PHYLLIS A. KEMP  
Registered Agent