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FILED
1995 JAN 30 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 20, 1995

Secretary of State
Division of Corporations
P. O. Box 0327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-26-95

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-01/31/95--01049--002
*****70.00 *****70.00

In Re: Articles of Incorporation - WESTER TIMESHARE CORPORATION

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation for WESTER TIMESHARE CORPORATION, and a check in the amount of \$70 which represents the filing fee.

Please file the original Articles of Incorporation and return a date-stamped copy to the undersigned. We do not require a certified copy.

Thanking you for your prompt attention to this matter, I am,

Sincerely,

Magnaly A. Montero

Magnaly A. Montero
2200 E. Irlo Bronson Memorial Highway
Suite 107
Kissimmee, Florida 34741

Enclosures

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ARTICLES OF INCORPORATION
OF
WESTER TIMESHARE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

LITTON
1-26-95

The name of this corporation is WESTER TIMESHARE CORPORATION

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of the execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ten cents (\$0.10) par value common stock which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 2200 E. Irlo Bronson Memorial Highway, Suite 107, Kissimmee, Florida 34141, and the name of the initial registered agent of this corporation is MAGALY A. MONTERO, 2200 E. Irlo Bronson Memorial Highway, Suite 107, Kissimmee, Florida 34741, who by her signature at the end hereof, accepts such designation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law, but shall never be fewer than one (1).

The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Graham Farnworth	2200 E. Irls Bronson Memorial Highway, Suite 107 Kissimmee, Florida 34741	President
Steve Miller	2200 E. Irls Bronson Memorial Highway, Suite 107 Kissimmee, Florida 34741	Secretary Treasurer

ARTICLE VIII - INITIAL PLACE OF BUSINESS

The initial place of business of this corporation shall be 2200 E. Irls Bronson Memorial Highway, Suite 107, Kissimmee, Florida 34741, with the privilege of having branch offices within or without the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are: MAGALY A. MONTERO, 2200 E. Irls Bronson Memorial Highway, Suite 107, Kissimmee, Florida 34741.

ARTICLE X - INDEMNIFICATION

This corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of this corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 26 day of January, 1995.

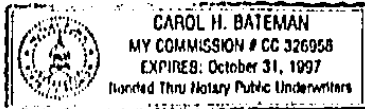

 MAGALY A. MONTERO, Incorporator

STATE OF FLORIDA

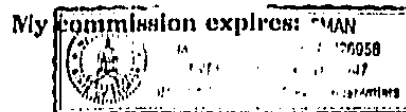
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared JOHN R. SNOW, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of January, 1995.



Carol H. Bateman
Notary Public, State of Florida



Having been named Registered Agent for the above named corporation, at the place designated in this certificate, 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.

1/26/95
Date

Magaly A. Montero
MAGALY A. MONTERO, Registered Agent

STATE OF FLORIDA

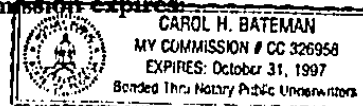
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared JOHN R. SNOW, ESQUIRE, to me personally known to known, who after being first duly sworn deposes and says that he signed the foregoing Certificate of Acceptance of registered Agent freely, voluntarily and for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 26 day of January, 1995.

Carol H. Bateman
Notary Public, State of Florida

My commission expires:



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