

Bradbeer & Associates, Inc.
A Professional Accounting Firm

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P95000022168

March 15, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Volusia Marketing & Associates of St. Pete, Inc.

Dear Sir:

Enclosed please find a copy of the Articles of Incorporation and check # 477 for Volusia Marketing & Associates of St. Pete, Inc. /dba/ Time Share Resales of St. Pete.

Thank you,

Bradbeer & Associates

Sandra King

Sandra L. King
Accountant

pg/SLK

B. REGISTERED MAR 20 1995

FILED
55 MAR 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
VOLUSIA MARKETING & ASSOCIATES
OF ST. PETE INC.**

FILED
95 MAR 17 20 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 ***VOLUSIA MARKETING & ASSOCIATES OF ST. PETE 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 One hundred (100) shares of common stock, in one class only, each having a par value of one dollar (\$1.00). Each of the said shares will entitle the holder thereof to one vote at any meeting of the shareholders.

ARTICLE VII-BOARD OF DIRECTORS

The Corporation will have one (1) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the Board of Directors is:

Denise M. Smith-President

Rebecca McNeeley-Vice President

Jana Lee Klineck-Secretary/Treasurer

The name and address of the Incorporator of these Articles of Incorporation is Denise Smith, 8464 Palm Parkway, Orlando, FL 32836

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-AMENDMENT

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 15th day of March, 1995.

Denise M. Smith

Denise Smith
Incorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

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

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12th day of March, 1995.

Sandra L. King
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.



SANDRA L. KING
MY COMMISSION # CC315910 EXPIRES
September 14, 1997
BONDED THRU TROY PAW INSURANCE, INC

MY COMMISSION EXPIRES: 9/14/97

ARTICLE V-REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is **DENISE SMITH**

The mailing address of the Corporation is **313 Dirksen Drive Suite D-1 DeBary
FL 32713**

The registered address of the principle office of the Corporation is 12909 Gulf Blvd.,
East, #209, Maderia Beach, FL 33708

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: March 10, 1995

Denise M. Smith
DENISE SMITH
(REGISTERED AGENT)