

TERRY A. BROOKS, P.A.

Attorney at Law
2110 East Robinson Street
Orlando, Florida 32803
(407) 895-1981
Telecopier (407) 895-1984

May 11, 1995

P95000038468

Department of State
ATTN: D. W. McKinnon
Director of Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RECEIVED 1 48 3 24 1995
05/15/95 10:05 AM
*****00.00 *****00.00

Re: WORLDWIDE TIMESHARE MALL, INC.

Dear Mr. McKinnon:

I enclose herewith for filing a copy of the Articles of Incorporation of WORLDWIDE TIMESHARE MALL, INC., a certificate designating the registered office and registered agent for the purposes of service of process upon said corporation, and an acknowledgement by the registered agent.

Also enclosed herewith please find my check in the amount of \$70.00 for the following costs:

Registered Agent Fee	\$ 35.00
Filing Fee	<u>35.00</u>
TOTAL	\$ 70.00

Your prompt attention to this matter is appreciated. If I can be of further assistance, please don't hesitate to contact me.

Very truly yours,


Terry A. Brooks

TAB/clf

Enclosures

RECEIVED 1 48 3 24 1995
05/15/95 10:05 AM
*****00.00 *****00.00

4/20 5/10

**ARTICLES OF INCORPORATION
OF
WORLDWIDE TIMESHARE MALL, INC.**

RECEIVED
OFFICE OF THE
CLERK OF THE
COURT
95 MAY 15 AM 9:26

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WORLDWIDE TIMESHARE MALL, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share.

2. All or any portion of the capital stock may be issued in payment for real or personal property, past services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein set forth and when so issued shall become and be fully paid and non-assessable, the same as though paid for

in cash, and the directors shall be the sole judge of the value of the property, right or thing acquired in exchange for capital stock and their judgment of such value shall be conclusive.

3. Notwithstanding the foregoing, the corporation shall have the right to increase the number of authorized shares of capital stock either with or without nominal or par value, and to provide, in the event of such increase the designations, preferences and voting powers of such additional stock in an Amendment to its Articles of Incorporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The initial address of the principal office of this corporation in the State of Florida will be:

7031 Grand National Drive
Suite 109
Orlando, Florida 32819

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

1. The initial number of directors of this corporation shall be one (1).

2. The number of directors may be increased or decreased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

3. The name and address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

NAME

ADDRESS

Michelle Levin

7031 Grand Naional Drive
Suite 109
Orlando, Florida 32819

4. The initial member of this Board of Directors is hereby authorized to do and perform all acts and things necessary for or incident to the organization of this corporation.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is: Charles M. Levin, 7031 Grand National Drive, Suite 109, Orlando, Florida 32819.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by them at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, have set my hand and seal this 10th day of May, 1995.

Charles M. Levin
CHARLES M. LEVIN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared Charles M. Levin, to me well known and well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed the said instrument for the uses and purposes described therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of May, 1995.

Cathy L. Fiore
Notary Public

My Commission Expires:

 **CATHY L. FIORE**
MY COMMISSION # 0018887 EXPIRES
November 20, 1995
BONDED THRU TROY FAIR INSURANCE, INC.
NOTARIAL
SEAL

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First...That World-Wide Time-Share Mall, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, and State of Florida, has named TERRY A. BROOKS, ESQUIRE, located at 2110 E. Robinson Street, Orlando, Florida 32803, 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 provision of said Act relative to keeping open said office.


TERRY A. BROOKS

FILED
CLERK OF STATE
15 MAY 15 AM 9:24