

P950000048724

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 22 AM 11:31

6/22/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY RTH

WALK-IN
Will Pick Up 6-22 12pm

RE: M. Polo Timeshares,
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
	700001520457	
<input type="checkbox"/> Art. of Amend. File	06/22/95 01015-011	
<input type="checkbox"/> Dissolution/Withdrawal	****122.50 ****122.50	
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
M. POLO TIMESHARES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 22 AM 11:31

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

The name of this corporation shall be M. POLO TIMESHARES, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to buy and sell real estate;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individual, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine,

issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$.10 per share.

ARTICLE V

The street address of the principal office of the corporation is 34 East Pine Street, Orlando, Florida 32801.

ARTICLE VI

The street address of the initial registered office is 34 East Pine Street, Orlando, Florida 32801. The name of the initial registered agent at such address is HENRY L. PERLA, ESQUIRE.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MAURIZIO MERISIO	Los Caideros-Calle el Greco 15Y Puerto Rico, Gran Canarie, Spain

ARTICLE VIII

The name and address of each incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY L. PERLA	34 East Pine Street Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 22 AM 11:51

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certify that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Orlando, in the County of Orange, State of Florida, this 21st day of June, 1995.



HENRY L. PERLA
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements and oaths, personally appeared HENRY L. PERLA, who is personally known to me ✓ or who produced _____ as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 21st day of June, 1995.


Notary Public
My Commission Expires:

TINA M. TERRY
Notary Public, State of Florida
My comm. expires Oct. 25, 1999
No. CC 235334

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 22 AM 11:31

CERTIFICATE DESIGNATING 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 M. POLO TIMESHARES, INC. is desiring to organize
under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Orlando, County
of Orange, State of Florida, has named Henry L. Perla, Esquire, 34
East Pine Street, Orlando, Florida 32801-2639, as its agent to accept
service of process within this state.



HENRY L. PERLA
Incorporator

ACKNOWLEDGEMENT

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 open said office.



HENRY L. PERLA, ESQUIRE
Registered Agent