

P96000022001

David D. Bone, P.A.
Attorney at Law

766 Hudson Avenue, Suite B
Sarasota, Florida 34236

March 6, 1996

(941) 365-8969
(941) 951-0356 Fax

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

Re: Incorporation of: **FAMOSO FOODS CORPORATION**

Ladies/Gentlemen:

Enclosed herewith please find the following:

1. Original and copy of the Articles of Incorporation of the above captioned corporation.

2. Our firm check in the amount of \$122.50 which represents the following:

Filing Fee:	\$35.00
Certified copy of charter:	52.00
Registered Agent Fee:	35.00

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-03/07/96--01085--016
****122.50 ****122.50

We would appreciate your issuance of the corporate charter and the return of a certified copy to the above address at your earliest convenience. Thank you.

Very truly yours,

David D. Bone

DDB:nre
Enclosures
crp/fm:corstatus.let

*Same people have
P93-35837*

REGISTER MAR 12 1996

FILED
MAR -7 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAMOSO FOODS CORPORATION

FILED
96 MAR -7 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Famoso Foods Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares of common stock \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles Of Incorporation Of Famoso Foods Corporation

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Robert E. Bruhl, 5701 Derek Ave, Sarasota, Fl. 34233.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 5701 Derek Ave, Sarasota, Fl. 3423.

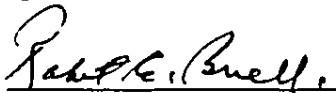
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert E. Bruhl.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Robert E. Bruhl, 5701 Derek Ave, Sarasota, Fl. 34233.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Robert E. Bruhl - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Famoso Foods Corporation. I hereby state that I am familiar

Articles Of Incorporation Of Famoso Foods Corporation

with and accept the duties and responsibilities as registered agent for Famoso Foods Corporation.

Robert E. Bruhl
Robert E. Bruhl - Registered Agent

State Of Florida
County Of Sarasota

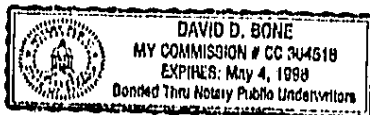
On March 6, 1986, Robert E. Bruhl, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Famoso Foods Corporation.

David D. Bone
Notary Public

DAVID D. BONE
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



FILED
96 MAR -7 AM 7:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Articles Of Incorporation Of Famoso Foods Corporation

1201 HAYS STREET
TALLAHASSEE, FL 32306-2607
904-222-9171
904-222-9172 FAX

800-342-8086

CSC Networks

Premier Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 979914 8649A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

95 JUN-7 10:35
FILED

ORDER DATE : June 7, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 979914

CUSTOMER NO: 8649A

CUSTOMER: Steven Labret, Esq
Steven Labret, Esq
501 North Magnolia, Suite A
Orlando, FL 32801

W96000012200

600001855826
-06/07/96--01067--002
*****35.00 *****35.00

Name
Change
Amend

DOMESTIC AMENDMENT FILING

NAME: VACATIONS SERVICES
INTERNATIONAL, INC.

Name	INTERNATIONAL, INC.
Availability	6/18/96
Document	10015
Update	10015

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

95 JUN-7 10:15
FILED

*00789, 00721, 00664, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1986

CSC Networks
1201 Hays Street
Tallahassee, FL 32301-2607

SUBJECT: VACATION SERVICES INTERNATIONAL, INC.
Ref. Number: P96000021699

We have received your document for VACATION SERVICES INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 196A00028627

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VACATION SERVICES INTERNATIONAL, INC.**

FILED
96 JUL -7 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **VACATION SERVICES INTERNATIONAL, INC.**, a Florida corporation (the "Corporation"), filed in Tallahassee on March 8, 1996 be and they are hereby amended in the following particulars:

1. Articles I entitled "Name of Corporation" is hereby amended to read as follows:

The name of this Corporation is **TIMESHARE RESALES INTERNATIONAL, INC.**

2. Article V entitled "Preemptive Rights" is hereby amended to read as follows:

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

3. Article VI entitled "Address" is hereby amended to read as follows:

The address of the principal office of this corporation is to be 2957 Vineland Road, Kissimmee, Florida 34746. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

The foregoing Amendment was adopted by all of the Shareholders and Directors of the Corporation on this 1st day of May, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 1st day of May, 1996.

Michael Klimek - President
Michael Klimek, as President

Deborah Kaye - Secretary
Deborah Kaye, as Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Amendment was acknowledged before me this 11 day of May, 1996, by Michael Klimek, as president of Vacations Services International, Inc., who is (or are) personally known to me or has produced FDL as identification and who did (did not) take an oath.

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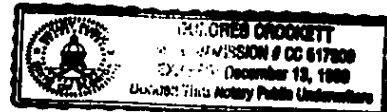
NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Amendment was acknowledged before me this 30 day of May, 1996, by Deborah Kaye, as secretary of Vacations Services International, Inc., who is (or are) personally known to me or has produced _____ as identification and who did (did not) take an oath.

Dolores Crockett
NOTARY PUBLIC AT LARGE, STATE OF FLORIDA
My Commission Expires:
Dolores Crockett



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5/29/96

David D. Bone, P.A.
Attorney at Law

P 96 0000 2200 1

766 Hudson Avenue, Suite B
Sarasota, Florida 34236

July 21, 1997

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

Re: Amendment to Articles of Incorporation
of FAMOSO FOODS CORPORATION

Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment for FAMOSO FOODS CORPORATION, along with my check in the amount of \$87.50.

I would appreciate your issuance of an Amendment to the corporate charter, and the return of a certified copy at your earliest convenience in the enclosed return envelope.

Thank you for your assistance, and please feel free to contact me should you have any questions or need anything further.

Very truly yours,

Gloria J. Schwab

GLORIA J. SCHWAB
Secretary to David D. Bone

/gjs
Enclosures
crp-fzm/filing.amd

(941) 365-6969
(941) 951-0356 Fax
JUL 23 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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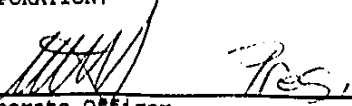
**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FAMOSO FOODS CORPORATION**

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on June 27, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of FAMOSO FOODS CORPORATION, that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of FAMOSO FOODS CORPORATION be amended to change the corporate name from FAMOSO FOODS CORPORATION to Stone Foods, Inc..

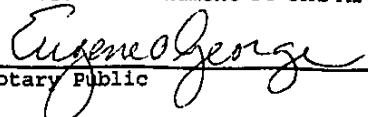
In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of FAMOSO FOODS CORPORATION.


Corporate Officer

Gregory J. Stonebraker
(Corporate Officer - Printed Or Typed Name)

State Of Florida
County Of Sarasota

On July 18 1997, the above named corporate officer of FAMOSO FOODS CORPORATION, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of FAMOSO FOODS CORPORATION.


Notary Public

(Notary Public - Printed Or Typed Name)



Eugene O George
My Commission CC848525
Expires June 26, 2001

Commission Expiration Date & Commission Number:

(SEAL)

COAAAI1

Articles Of Amendment To The
Articles Of Incorporation Of
FAMOSO FOODS CORPORATION