

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

WALK IN

CERTIFIED COPY

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FILING

1.) U.I.T. Tours, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
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RECEIVED
96 SEP -5 AM 9:45
DIVISION OF CORPORATION

96 SEP -5 AM 10:15

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

U.T.T. Tours, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4166 Middlegate Drive #5
Kissimmee, FL 34746

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 Shares of "No Par" stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

James E. Crump
4166 Middlegate Drive #5
Kissimmee, FL 34736

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96 SEP -5 PM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

James E. Crump - 4166 Middlegate Drive #5 - Kissimmee, FL 34746

The purpose of this Corporation is to engage in any legal business within and without the State of Florida.

The management and regulations of the corporation shall be done by officers who answer to the board of directors.

Shareholders shall meet annually and elect a board of directors who shall elect officers.

Board of directors shall meet each month to review said officers.

All common stock to be No Par.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

4th day of September, 19 96.


Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: U.T.T. Tours, Inc

2. The name and address of the registered agent and office is:

James E. Crump

(NAME)

4166 Middlegate Drive #5

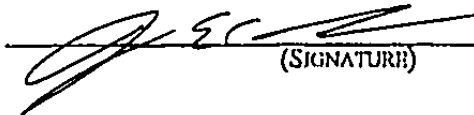
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Kissimmee, FL 34746

(CITY/STATE/ZIP)

FILED
SEP -5 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

09/04/96
(DATE)

P96000073406

James E. Crump
4100 Middlegate Drive #5 - Kissimmee, FL 34746
Phone: 407-944-9200 Fax: 407-944-9894

Div. of Corporations
P O Box 6327
Tallahassee, FL 32314

Please find my check in the amount of \$43.75 - \$35.00 for the amendment
filing fee - \$8.75 status certificate.

Thank you,



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*****43.75 *****43.75

FILED
96 OCT 10 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
KRB
10-14

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

U.T.T. TOURS, INC.

Amendment adopted: ARTICLE I NAME

The Name of U.T.T. TOURS, INC. is hereby changed to
TIMESHARE TOURS OF AMERICA, INC.

Dated this 7th Day of October, 1996

This amendment was adopted by the Sole Director without
shareholder action and shareholder action was not required.

Signed this 7th Day of October, 1996

Signature: _____

James E Crump
Sole Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA