

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 \$ _____

RE: Vacation Villas II, Inc.

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PAK _____

WALK-IN Will Pick Up 1/4 100 AB 10/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 21, 1998

CAPITAL CONNECTION
417 E. VIRGINIA ST.
SUITE 1
TALLAHASSEE, FL 32301

Send

(St. En)

The name VACATION VILLAS II INC. has been reserved for 120 days beginning June 20, 1998. The reservation number is R96000003043 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 296A00030924

TRANSMITTAL LETTER

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

SUBJECT: VACATION VILLAS II, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00	<u>XX</u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: WILLIAM JOSEPH SCOTT
NAME (Printed or typed)

1330 KNOX MCRAE DRIVE
ADDRESS

TITUSVILLE, FL 32780
CITY, STATE & ZIP

(407)268-2413
DAYTIME TELEPHONE NUMBER

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

ARTICLES OF CORPORATION

OF

VACATION VILLAS II, INC.

FILED
96 OCT -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be Vacation Villas II, 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, but is primarily designed to engage in Timeshare Development and Sales.

ARTICLE III

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The value of the common stock thereof shall be fixed by the incorporators in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

The principal place of business and general office of this corporation shall be at 1330 Knox Mcrae Drive, Titusville, Florida, 32780, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be William Joseph Scott, whose business office is located at 1330 Knox McRae Drive, Titusville, Florida, which office is hereby designated as the registered office of the corporation.

ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five. Only the president need be a stockholder of this corporation. All stockholders shall possess voting power. Each of the above designated officers, as well as the board of directors, shall be elected at the annual meeting of the stockholders, and shall hold office until their successors are elected or appointed,

unless otherwise provided in the by-laws. The name and street address of the first officers and directors of the corporation are:

President, Vice-President,
Treasurer, Secretary

William Joseph Scott
1330 Knox McRae Drive
Titusville, FL 32780

ARTICLE VIII

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

ARTICLE IX

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

William Joseph Scott
1330 Knox McRae Drive
Titusville, FL 32780

100 shares

IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, the 2 day of OCTOBER, 1996.


William Joseph Scott

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared William Joseph Scott, personally known to me to be the person described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 2nd day of OCTOBER, 1996.




Notary Public

GLORIA C. HUNT
Notary Name Printed

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

FILED
96 OCT -4 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

VACATION VILLAS II, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in Titusville, County of Brevard, State of Florida, has named William Joseph Scott: located at 1330 Knox McRae Drive, Titusville, Florida, as its agent to accept service of process within this state. 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.

DATED this 2 day of October, 1996.

Accepted by

WJ Scott
William Joseph Scott