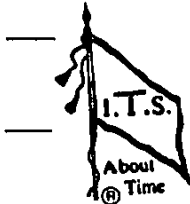


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Phone #

Office Use Only

COR 10344 66th St. N.
Pinellas Park, FL 34666 & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 100002044501--0
01/03/97-01088--014
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 FEB -6 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,706,611,671
W97-575



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

I T S ABOUT TIME
10344 66TH STREET NORTH
PINELLAS PARK, FL 34666

SUBJECT: TIMESHARE RESALES, INC.
Ref. Number: W97000000575

We have received your document for TIMESHARE RESALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 597A00001220



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

JOHN WALSH, JR ***2ND MAILING
5680 66TH ST NORTH
ST PETERSBURG, FL 33709

SUBJECT: TIMESHARE RESALES, INC.
Ref. Number: W97000000575

We have received your document for TIMESHARE RESALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Beth Register
Corporate Specialist Supervisor

Letter Number: 597A00001220

FILED

97 FEB -6 AM 7:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF:

TIMESHARE RESALES, INC.

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

ARTICLE I. NAME

The name of the corporation shall be: TIMESHARE RESALES, INC.

The principal place of business of this corporation shall be:

5680 66th St. N., St. Petersburg, Fl. 33709

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5680 66th St. N., St. Petersburg, Fl 33709

and the name of the initial registered agent of the corporation at that address is **JOHN WALSH, JR.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

John Walsh Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Gail Baiman, 5680 66th St. N. St., Petersburg, Fl. 33709

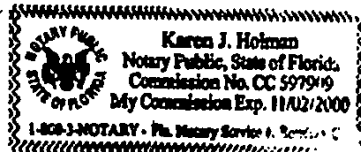
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
day of 12 - 30 1996

Gail Baiman

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 Day of December, 1996
by

Karen J. Holman
Notary Public



FILED
97 FEB - 6 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA