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DISSOLUTION

WORLDWIDE RESORTS CLUB, INC.

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ARTICLES OF DISSOLUTION

OF

WORLDWIDE RESORTS CLUB, INC.

These Articles of Dissolution are filed pursuant to Section 607.1403 of the Florida Business Corporation Act, and provide as follows:

- The name of the corporation is WORLDWIDE RESORTS CLUB, INC. (the "Corporation").
- The Corporation was formed in the State of Florida on March 12, 1997, under Charter
 No. P97000022706.
- 3. The Board of Directors of the Corporation proposed dissolution of the Corporation to the Shareholder of the Corporation, and the Shareholder approved the dissolution in accordance with Section 607.1402 of the Florida Business Corporation Act.
- 4. The Board of Directors and Shareholder of the Corporation authorized the dissolution of the Corporation pursuant to a Board of Directors and Shareholder Action by Written Consent dated September 11, 2003, and the unanimous consent of all of the members of the Board of Directors and the Shareholder was sufficient for approval of the dissolution.
- 5. All liabilines and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.
- All remaining property and assets of the Corporation have been distributed to its
 Shareholder in accordance with its respective rights and interest.
 - There are no actions pending against the Corporation in any Court.
- 8. Dissolution of the Corporation shall be effective and these Articles of Dissolution shall have an effective date of the date of execution of these Articles of Dissolution as set forth below.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this 12rd day of Septential 2003.

WORLDWIDE RESORTS CLUB, INC.

Printed Name: WAYNE HULME

ASIS. VICE President