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DONALD F. CATALANO  
1514 SUGARWOOD CIRCLE  
WINTERPARK, FLORIDA 32792  
PH- USA 407-657-1017

October 28, 1997

Division of Corporations  
Attn: Ms. Beth Register  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Timeshare Resales Around The World, Inc.

Dear Ms. Register:

It was good talking with you the other day.

Your help is always appreciated.

Attached, please find the corporate papers to be filed for:

Timeshare Resales Around The World, Inc. (4)

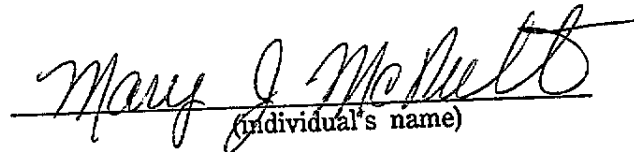
I will call you in a couple days for the recorded date and filing numbers.

Thanks again for all your help.

Sincerely:



Donald F. Catalano

  
(individual's name)

TIMESHARE RESALES AROUND THE WORLD, INC.  
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1514 SUGARWOOD CIRCLE		
WINTER PARK, FLORIDA, 32792		
PHONE		
( 407 )	657 - 0008	
Area Code	Number	Ext.

FILED  
97 OCT 30 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-11/03/97--01066--005  
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REGISTER OCT 30 1997

# ARTICLES OF INCORPORATION

of

TIMESHARE RESALES AROUND THE WORLD, INC.

(name of corporation)

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

## *ARTICLE I - CORPORATE NAME*

The name of the corporation is:

TIMESHARE RESALES AROUND THE WORLD, INC.

## *ARTICLE II - DURATION*

This corporation shall exist perpetually unless dissolved according to Florida law.

## *ARTICLE III - PURPOSE*

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## *ARTICLE IV - CAPITAL STOCK*

The corporation is authorized to issue ONE THOUSAND shares ( 1000 ) of COMMON STOCK

Dollar(s) (\$ 0.01 ) par value Common Stock, which shall be designated "Common Shares."

## *ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT*

The name and street address of the Initial Registered Agent of this Corporation is:

The principal office of the corporation is the same as the registered office.

NAME	MARY J. McNUTT
ADDRESS	1514 SUGARWOOD CIRCLE
CITY	WINTER PARK
FLORIDA	ZIP 32792

## *ARTICLE VI - INITIAL BOARD OF DIRECTORS*

This corporation shall have ONE ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MARY J. McNUTT
ADDRESS	1514 SUGARWOOD CIRCLE
CITY	WINTER PARK, FLORIDA
STATE	FLORIDA
ZIP	32792
NAME	
ADDRESS	
CITY	
STATE	
ZIP	
NAME	
ADDRESS	
CITY	
STATE	
ZIP	

**ARTICLE VII - INCORPORATORS**

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	MARY J. McNUTT		
ADDRESS	1514 SUGARWOOD CIRCLE		
CITY	WINTER PARK	STATE	FLORIDA
		ZIP	32792
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 th day of OCTOBER, 1997.

Mary J. McNutt (Seal)

\_\_\_\_\_ (Seal)

\_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
COUNTY OF Seminole ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Mary J. McNutt

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of Oct, 1997.

(Notary Seal)

Cheryl J. Downing  
(Notary Public, State of Florida at Large)  
My Commission expires  
FOLM253590437810



CHERYL J. DOWNING  
My Commission OC559737  
Expires Jul. 23, 2000

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

TIMESHARE RESALES AROUND THE WORLD, INC.

(name of corporation)

**FILED**  
97 OCT 30 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1514 SUGARWOOD CIRCLE

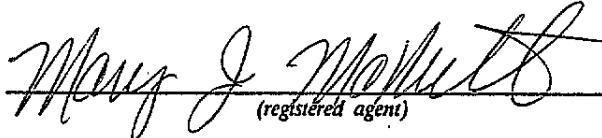
WINTER PARK, FLORIDA 32792

has named MARY J. McNUTT

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.

  
(registered agent)