

P980000/2565

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

20000242202--6
 -02/05/98--01050--001
 ****140.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THOMAS P. MURPHY P.A.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Service

FILED
 98 FEB -5 AM 10:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

Examiner's Initials BH 2/9/98

ARTICLES OF INCORPORATION
OF
THOMAS P. MURPHY, P.A.

FILED
98 FEB -5 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is THOMAS P. MURPHY, P.A.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida. The specific purpose of the corporation is to transact real estate sales, travel sales and membership sales in a timeshare exchange company.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares on one dollar (\$1.00) per value common stock.

ARTICLE V. MANAGEMENT

A. Pursuant to the provisions of Section 607.111 Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution and bylaw establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered agent of this Corporation is 955 Northern Dancer Way, #103, Casselberry, Florida 32707. The principal street address and mailing of the Corporation is 955 Northern Dancer Way, #103, Casselberry, Florida 32707. The name and address of the initial registered agent of this Corporation is THOMAS P. MURPHY, 955 Northern Dancer Way, #103, Casselberry, Florida 32707.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: THOMAS P. MURPHY, 955 Northern Dancer Way #103, Casselberry, Florida 32707.

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any 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 (nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 22nd day of January 1998.


THOMAS P. MURPHY

COUNTY OF SEMINOLE:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS P. MURPHY, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Winter Park, County of Orange, State of Florida, this 22nd day of January 1998


Notary Public

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JUDITH T. KOZLOWSKI
COMMISSION # CC697836
EXPIRES 11/20/2001
BONDED THRU ASA 1-888-NOTARY

FILED
98 FEB -5 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

FOR

THOMAS P. MURPHY, P.A.

DESIGNATION

I, THOMAS P. MURPHY, as the Incorporator named in the Articles of Incorporation of THOMAS P. MURPHY, P.A., a corporation for profit, hereby designate THOMAS P. MURPHY, as Registered Agent for the service of process within the state of Florida for THOMAS P. MURPHY, P.A. Registered Agent does business and is located at 955 Northern Dancer Way, #103, Casselberry, Florida 32707. This designation is made in conformity with Florida Statutes Sections 43.091 and 607.1501-1505.


THOMAS P. MURPHY

ACCEPTANCE

I, THOMAS P. MURPHY, doing business at the street address of 955 Northern Dancer Way, #103, Casselberry, Florida, 32707 do hereby consent to my appointment as Registered Agent for the service of process upon THOMAS P. MURPHY, P.A., a Florida Corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 43.091 and 607.1501-1505.


THOMAS P. MURPHY