

Bradbeer & Associates, Inc.
A Professional Accounting Firm

1307 East Normandy Boulevard, Suite 1
Deltona, Florida 32725

Karen Bradbeer - EA*, ABA*, ATA*
Sandra King - ABA*
Karen DeVane

Tel: 407/ 574-8488
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March 3, 1998

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****122.50 ****122.50

Florida Dept of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Timeshares Direct.COM, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for
the above referenced corporation, Timeshares Direct.COM, Inc.

We have enclosed a check for \$122.50 payable to the
Secretary of State to cover the cost of incorporation.

If you have any questions regarding the above or the
enclosed articles, please feel free to contact our office.
Thank you for your assistance regarding this matter.

Sincerely,

BRADBEER & ASSOCIATES, INC.

Sandra King
Sandra King
Accountant

FILED
98 MAR 12 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KB:slk
enclosures (2) Articles of Incorporation
Check for \$122.50

Sandra
AUTHORIZATION BY PHONE TO
CORRECT *art. 5*
DATE *3/12/98*
DOC. EXAM. *mm*

3/12/98 - mm

***ARTICLES OF INCORPORATION
OF
TIMESHARES DIRECT.COM, INC.***

The Undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is **TIMESHARES DIRECT.COM, INC.**

ARTICLE II- DURATION

The existence of the Corporation shall commence with the filing of these articles.
The duration of the Corporation in perpetual.

ARTICLE III-PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation shall have the authority to issue One hundred (100) shares of common stock, in one class only, each having a par value of one dollar (\$1.00). Each of the said shares will entitle the holder thereof to one vote at any meeting of the shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V-REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is HOWARD LEVENE.

The mailing address of the Corporation is **7709 SUNDIAL LANE ORLANDO, FL. 32819.**

The registered office address is: 7709
SUNDIAL LANE ORLANDO, FL. 32819.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI-ACCEPTANCE

Having been named to accept service of process for the Corporation, at the designated above, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED: 3-5-98

Howard Levene
HOWARD LEVENE
(REGISTERED AGENT)

FILED
98 MAR 12 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII-BOARD OF DIRECTORS

The Corporation has elected a Board of Directors at the time of filing these Articles of Incorporation and is as follows:

PRESIDENT: HOWARD LEVENE

The name and address of the Incorporator of these Articles of Incorporation is **HOWARD LEVENE, 7709 SUNDIAL ORLANDO, FL. 32819.**


ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 5 day of MARCH, 1998.



HOWARD LEVENE

Incorporator

STATE OF FLORIDA, COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared HOWARD LEVENE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5th day of March, 1998.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

MY COMMISSION EXPIRES: 9/14/2001



