

P98000046532

The Legal Center

May 15, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: TIMESHARES DIRECT OF ST. PETE BEACH, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	35.00
TOTAL	\$78.75

Upon filing please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Kent W. Davis/ps
Kent W. Davis
Attorney

KWD/ps

Encl.

APPROVED
AND
FILED
98 MAY 21 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TIMESHARES DIRECT OF ST. PETE BEACH, INC.
(A Corporation for Profit)

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

TIMESHARES DIRECT OF ST. PETE BEACH, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

6370 Gulf Blvd.
St. Pete Beach, FL 33707

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Christy A. Hilliard
5025 30th Ave. N.
St. Petersburg, FL 33710

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Christy A. Hilliard
5025 30th Ave. N.
St. Petersburg, FL 33710

APPROVED
AND
FILED
98 MAY 21 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 8 day of May, 1998.

Christy A. Hilliard
CHRISTY A. HILLIARD Incorporator

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of May, 1998, by Christy A. Hilliard, who is/are personally known to me or who has/have produced personally known as identification.



PATRICIA SHOEMAKER
COMMISSION # CC 425148
EXPIRES DEC 7, 1998
BONDED THRU
ATLANTIC BONDING CO. INC.

Patricia Shoemaker
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for TIMESHARES DIRECT OF ST. PETE
BEACH, INC.

at the place designed in the foregoing Articles, namely 6370 Gulf Blvd., St. Pete
Beach, FL 33707

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 8th day of May, 1998.

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

98 MAY 21 AM 8:27

APPROVED
AND
FILED

Christy A. Hilliard
Registered Agent
CHRISTY A. HILLIARD