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**FLORIDA PROFIT CORPORATION OR P.A.**

**PRATS & ASSOCIATES TIME SHARE DIVISION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**

**OF**

**PRATS & ASSOCIATES TIME SHARE DIVISION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: **PRATS & ASSOCIATES TIME SHARE DIVISION, INC.**

**ARTICLE II**

The principal place of business and mailing address of the corporation shall be:

**131 MADEIRA AVENUE  
CORAL GABLES FL 33134**

**ARTICLE III**

This corporation may engage in any act or business permitted under the laws of the State of Florida.

**ARTICLE IV**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

**ARTICLE V**

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

Prepared by:  
GILBERT CONTRERAS, ESQ.  
1401 Ponce De Leon Blvd. Ste 401  
Coral Gables, FL 33134  
FLA. BAR NO. 0008265  
Phone: (305)442-1942

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**ARTICLE VI**

The name and address of the initial registered agent is:

**GILBERT CONTRERAS, ESQ.  
PH-I  
1401 PONCE DE LEON BLVD.  
CORAL GABLES, FLA. 33134**

**ARTICLE VII**

The name and street address of the incorporator to these Articles of Incorporation is:

**GILBERT CONTRERAS, ESQ.  
PH-I  
1401 PONCE DE LEON BLVD.  
CORAL GABLES, FLA. 33134**

**ARTICLE VIII**

The names and addresses of the members of the first Board of Directors is:

**GEORGINA SHELTON PRATS  
131 MADEIRA AVENUE  
CORAL GABLES FL 33134**

**ARTICLE IX**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and any one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the board of directors, the interested director is to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

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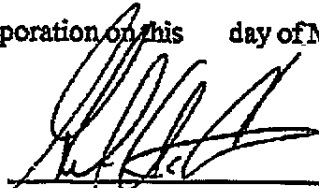
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this      day of March, 1999.

  
GILBERT A. CONTRERAS, ESQ.

STATE OF FLORIDA

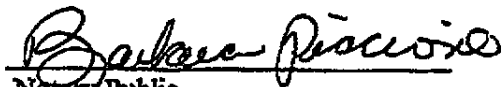
ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, GILBERT A. CONTRERAS ESQ., the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this      day of March, 1999.

My commission expires:

  
Notary Public



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that, PRATS & ASSOCIATES TIME SHARE DIVISION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named GILBERT CONTRERAS, located at 1401 PONCE DE LEON BLVD, PH-1, CORAL GABLES, FLA. 33134, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
 Registered Agent

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