

P99000030119

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Timeshares By Owner
of Central Florida, Inc

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*****70.00 *****70.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS

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Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

✓
Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 1 PM 1:34

R. Purinton APR - 1999

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ARTICLES OF INCORPORATION

OF

TIMESHARES BY OWNER OF CENTRAL FLORIDA, INC.

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Timeshares By Owner of Central Florida, Inc. (the "Corporation").

2. The principal office of the Corporation is 2957 Vineland Road, Kissimmee, Florida 34746.

3. The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares of Common Stock, no par value per share.

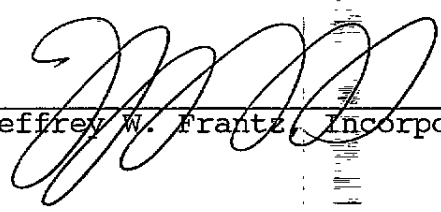
4. The street address of the initial registered office of this Corporation is 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181, and the name of the initial registered agent of this Corporation at that address is Jeffrey W. Frantz, Esq.

5. The name and address of the person signing these Articles of Incorporation as incorporator is Jeffrey W. Frantz, Esq., 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181.

6. The Corporation shall have two (2) directors initially. The initial Directors shall be Jana Lee Klimek and Jeffrey W. Frantz. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

7. The initial officers of the Corporation shall be Edward Soloff, President and Treasurer, and Jana Lee Klimek, Secretary. The officers may be changed at the time and in the manner set forth in the Organizational Minutes, Bylaws of the Corporation, or as provided in any Shareholders Agreement entered into between the shareholders of the Corporation and the Corporation.

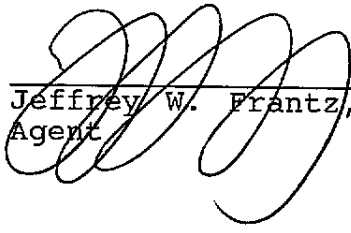
Dated: 3/31, 1999


Jeffrey W. Frantz, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Timeshares By Owner of Central Florida, Inc. at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: 3/31/, 1999


Jeffrey W. Frantz, Registered
Agent

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