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TRANSMITTAL LETTER

BEST QUICK TAX RETURNS
310 1/2 S. BUMBY AVE.
ORLANDO, FL 32803
(407) 896-7921

I AM ENCLOSING A CHECK OF \$70 DOLLARS. PLEASE SEND ME A STAMPED
COPY OF THE ARTICLE OF INCORPORATION.

THANK YOU.

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

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99 OCT 29 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

S & P MARKETING INTERNATIONAL, INC.

ARTICLE II PRINCIPAL OFFICE

5334 CENTRAL FLORIDA PARKWAY STE. #143
ORLANDO, FL 32821

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

COMMON STOCK - 100 SHARES NO PAR VALUE
PEDRO PALLEJA - 50 SHARES
SUSIE SULLIVAN - 50 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PABLO RODRIGUEZ
310 1/2 S. BUMBY AVE.
ORLANDO, FL 32803

ARTICLE V INCORPORATORS

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

PABLO RODRIGUEZ, CPA
310 1/2 S. BUMBY AVE.
ORLANDO, FL 32803

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TALLAHASSEE, FLORIDA

ARTICLE VI DIRECTORS

The company will be run by the board of directors. The directors are:

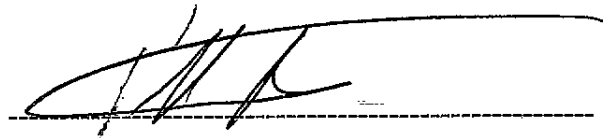
PEDRO PALLEJO - PRESIDENT

SUSIE SULLIVAN - VICE PRESIDENT

ARTICLE VII NATURE OF BUSINESS

The corporation will engage in the business of marketing of time share services. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity permitted in the United States, The State of Florida or any other state, country, territory or nation.

The undersigned Incorporator has executed these Articles of Incorporation this 27th day of October, 1999.

A handwritten signature in black ink, appearing to be 'PP', is written over a horizontal dashed line.

signature

Address for:

PEDRO PALLEJO

5334 CENTRAL FL. PARKWAY STE.#143

ORLANDO, FL 32821

SUSIE SULLIVAN

5334 CENTRAL FL. PARKWAY STE.#143

ORLANDO, FL 32821

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is:

S & P Marketing International, Inc.

2. The name and address of the registered agent and office is:

Pablo Rodriguez
(NAME)

310 1/2 S. Bumby Avenue
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Orlando, FL 32803
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

X [Signature]
(SIGNATURE)

10/27/99
(DATE)