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AMERICAN LEISURE HOLDINGS INC
Form 10QSB/A
July 22, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A
AMENDMENT NO. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended March 31, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from to

Commission file number 333-48312

AMERICAN LEISURE HOLDINGS, INC.

(Exact name of the small business issuer as specified in its charter)

Nevada

(State of incorporation)

75-2877111

(IRS Employer Identification No.)

Park 80 Plaza East, Saddle Brook, NJ 07663

(Address of principal executive offices)

(800) 546-9676 ext. 2076

(Issuer's telephone number)

N/A

(Former name, former address and former fiscal year, if changed since last
report)

NONE

Check whether the issuer (1) filed all reports required to be filed by Section
13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter
period that the registrant was required to file such reports), and (2) has been
subject to such filing requirements for the past 90 days. Yes No

At July 6, 2005, there were outstanding 10,137,974 shares of the Issuer's common
stock, \$.001 par value per share.

Transitional Small Business Disclosure Format: Yes No

The registrant has restated the financial statements for the three months ended
March 31, 2005 to include the accrual of cumulative dividends on various series
of its preferred stock. This amended Form 10-QSB includes these restated
financial statements and revisions to the related disclosure in "Item 2.
Management's Discussion and Analysis or Plan of Operation" including the
disclosure under the heading "Risk Factors." The financial information and

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related disclosure is current through March 31, 2005, unless otherwise stated. This report also includes new disclosure under "Item 2. Unregistered Sales of Equity Securities and Use of Proceeds" and other revised disclosure in "Item 3. Legal Proceedings" and "Item 5. Other Information" under the heading "Related Party Transactions." The other revised disclosures are current through the filing of this report, unless otherwise stated. Investors should read this report in its entirety along with our second amended Form 10-KSB, which we are filing simultaneously with this filing.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

AMERICAN LEISURE HOLDINGS, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS MARCH 31, 2005 AND DECEMBER 31, 2004

| | MARCH 31, 2005 | DECEMBER |
|---|-------------------------|----------------|
| ASSETS | Unaudited (Restated) | Audi (Resta |
| CURRENT ASSETS: | | |
| Cash | \$ 1,767,769 | \$ 2 |
| Accounts receivable | 1,079,308 | 3 |
| Note receivable | 70,254 | |
| Prepaid expenses and other | 267,843 | |
| Other Current Assets | 0 | |
| Total Current Assets | 3,185,174 | 6 |
| PROPERTY AND EQUIPMENT, NET | 5,623,959 | 6 |
| LAND HELD FOR DEVELOPMENT | 23,531,130 | 23 |
| OTHER ASSETS | | |
| Prepaid Sales Commissions | 6,553,688 | 5 |
| Prepaid Sales Commissions - affiliated entity | 3,235,955 | 2 |
| Investment-Senior Notes | 5,170,000 | 5 |
| Goodwill | 14,425,437 | 14 |
| Trademark | 1,008,478 | 1 |
| Other | 3,874,494 | 2 |
| Total Other Assets | 34,268,052 | 31 |
| TOTAL ASSETS | \$ 66,608,315 | \$ 67 |

LIABILITIES AND STOCKHOLDERS' EQUITY

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CURRENT LIABILITIES:

| | | | | |
|--|----|------------|----|-------|
| Current maturities of long-term debt and notes payable | \$ | 9,302,704 | \$ | 9 |
| Current maturities of notes payable-related parties | | 262,312 | | 1 |
| Accounts payable and accrued expenses | | 2,007,621 | | 5 |
| Accrued expenses - officers | | 1,518,110 | | 1 |
| Customer deposits | | 40,500 | | 2 |
| Other | | 96,616 | | 2 |
| Shareholder advances | | 393,559 | | |
| | | ----- | | ----- |
| Total Current Liabilities | | 13,621,422 | | 23 |
| Long-term debt and notes payable | | 27,913,777 | | 20 |
| Deposits on unit pre-sales | | 19,536,945 | | 16 |
| | | ----- | | ----- |
| Total liabilities | | 61,072,144 | | 61 |

STOCKHOLDERS' EQUITY:

| | | | | |
|--|----|--------------|----|-------|
| Preferred stock; 1,000,000 shares authorized; \$.001 par value; 1,000,000 Series "A" shares issued and outstanding at March 31, 2005 and December 31, 2004 | | 10,000 | | |
| Preferred stock; 100,000 shares authorized; \$.01 par value; 2,825 Series "B" shares issued and outstanding at March 31, 2005 and December 31, 2004 | | 28 | | |
| Preferred stock, 28,000 shares authorized; \$.01 par value 27,189 Series "C" shares issued and outstanding at March 31, 2005 and December 31, 2004 | | 272 | | |
| Preferred stock; 50,000 shares authorized; \$.001 par value; 24,101 and 0 Series "E" shares issued and outstanding at March 31, 2005 and December 31, 2004 | | 24 | | |
| Preferred stock; 150,000 shares authorized; \$.01 par value; 0 and 1,936 Series "F" shares issued and outstanding at March 31, 2005 and December 31, 2004 | | - | | |
| Common stock, \$.001 par value; 100,000,000 shares authorized; 9,977,974 shares issued and outstanding at March 31, 2005 and December 31, 2004 | | 9,978 | | |
| Additional paid-in capital | | 18,716,063 | | 18 |
| Accumulated deficit | | (13,200,194) | | (12) |
| | | ----- | | ----- |
| Total Stockholders' Equity | | 5,536,171 | | 6 |
| | | ----- | | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ | 66,608,315 | \$ | 67 |
| | | ===== | | ===== |

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AMERICAN LEISURE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
THREE MONTHS ENDED MARCH 31, 2005 AND 2004

THREE MONTHS ENDED THREE MONTHS ENDED

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| | MARCH 31, 2005 | MARCH 31, 2004 |
|--|-------------------------|-------------------------|
| | UNAUDITED (Restated) | UNAUDITED (Restated) |
| Revenue | \$ 2,675,674 | \$ 1,186,665 |
| Operating Expenses: | | |
| Depreciation and amortization | (431,382) | (220,072) |
| General and administrative expenses | (2,405,156) | (1,974,466) |
| Loss from Operations | (160,864) | (1,007,873) |
| Interest Expense | (393,319) | |
| Minority Interest | - | 256,624 |
| Total Other Income (Expense) | (393,319) | 256,624 |
| Loss before Income Taxes | (554,183) | (751,249) |
| PROVISIONS FOR INCOME TAXES | - | (1,135) |
| NET LOSS | (554,183) | (752,384) |
| Preferred Stock Dividend | (350,890) | (275,969) |
| NET LOSS AVAILABLE TO COMMON STOCKHOLDERS | \$ (905,073) | \$ (1,028,353) |
| NET LOSS PER SHARE AVAILABLE TO COMMON STOCKHOLDERS: | | |
| BASIC AND DILUTED | (0.09) | (0.13) |
| WEIGHTED AVERAGE SHARES OUTSTANDING BASIC AND DILUTED | 9,977,974 | 7,630,961 |

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AMERICAN LEISURE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2005 AND 2004

| THREE MONTHS ENDED MARCH 31, 2005 | THREE MONTHS ENDED MARCH 31, 2004 |
|--------------------------------------|--------------------------------------|
| UNAUDITED | UNAUDITED |

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| | | |
|--|--------------|--------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net (loss) | \$ (554,183) | \$ (752,384) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 431,382 | 220,072 |
| Interest Expense | 393,319 | - |
| Changes in assets and liabilities: | | |
| Decrease in receivables | 2,460,079 | 1,149,956 |
| Increase in prepaid and other assets | (1,388,560) | (85,733) |
| Increase in prepaid commissions | (1,157,752) | - |
| Increase in deposits on unit pre-sales | 2,867,598 | - |
| (Decrease)/Increase in customer deposits | (2,712,035) | 145,474 |
| (Decrease)/Increase in accounts payable and accrued expenses | (4,231,662) | 78,950 |
| | ----- | ----- |
| Net cash provided by (used in) operating activities | (3,891,814) | 756,335 |
| | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Security deposits and other | - | (970,429) |
| Acquisition of fixed assets | - | (107,369) |
| Advances to AWT | - | (808,487) |
| Capitalization of real estate carrying costs | (49,757) | (733,643) |
| | ----- | ----- |
| Net cash used in investing activities | (49,757) | (2,619,928) |
| | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from debt | 6,391,615 | - |
| Payment of debt | (1,300,000) | - |
| Proceeds from notes payable | - | 1,289,834 |
| Proceeds from notes payable - related parties | - | (8,531) |
| Payments to related parties | (1,648,317) | - |
| Proceeds from shareholder advances | - | 184,977 |
| | ----- | ----- |
| Net cash provided by financing activities | 3,443,298 | 1,466,280 |
| | ----- | ----- |
| Net decrease in cash | (498,273) | (397,313) |
| CASH AT BEGINNING PERIOD | 2,266,042 | 734,852 |
| | ----- | ----- |
| CASH AT END OF PERIOD | \$ 1,767,769 | \$ 337,539 |
| | ===== | ===== |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | |
| Cash paid for interest | \$ 636,065 | \$ 180,000 |
| | ===== | ===== |
| NON-CASH TRANSACTIONS: | | |
| Stock issued for assets, net of liabilities of \$7,111,668 | \$ - | \$ 5,170,000 |
| | ===== | ===== |

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March 31, 2005

NOTE A - PRESENTATION

The condensed balance sheets of the Company as of March 31, 2005 and December 31, 2004, the related condensed consolidated statements of operations for the three months ended March 31, 2005 and 2004, and the condensed consolidated statements of cash flows for the three months ended March 31, 2005 and 2004, (the condensed financial statements) include all adjustments (consisting of normal, recurring adjustments) necessary to summarize fairly the Company's financial position and results of operations. The results of operations for the three months ended March 31, 2005 are not necessarily indicative of the results of operations for the full year or any other interim period. The information included in this Form 10-QSB should be read in conjunction with Management's Discussion and Analysis and Financial Statements and notes thereto included in the Company's December 31, 2004, Form 10-KSB & 10-KSB/A and the Company's Forms 8-K & 8-K/A filings.

NOTE B - REVENUE RECOGNITION

American Leisure recognizes revenues on the accrual method of accounting. For the sales of units on the Orlando property, revenues will be recognized upon the close of escrow for the sales of its real estate. Operating revenues earned will be recognized upon the completion of the earning process.

Revenues from American Leisure's call center are recognized as generated and on a periodic basis from the joint venture entity, Caribbean Media Group, Ltd.

Revenues from Hickory Travel Systems, Inc. are recognized as earned, which is primarily at the time of delivery of the related service, publication or promotional material. Costs associated with the current period are expensed as incurred; those costs associated with future periods are deferred.

Revenues from American Leisure Equities Corporation are recognized as the net operating result of the Business managed by Around The World Travel, Inc. (third party travel management company). Revenues and expenses are borne by Around The World Travel and the net operating results recognized as Revenues by American Leisure Equities Corporation.

One of American Leisure's principal sources of revenue is associated with access to the travel portal that provides a database of discounted travel services. Annual renewals occur at various times during the year. Costs related to site changes are incurred in the months prior to annual billing renewals. Customers are charged additional fees for hard copies of the site access information. Occasionally these items are printed and shipped at a later date, at which time both revenue and expenses are recognized.

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NOTE C - PROPERTY AND EQUIPMENT, NET

As of March 31, 2005, property and equipment consisted of the following:

| | Useful Lives | Amount |
|--------------------------------|-----------------|-------------|
| | ----- | ----- |
| Equipment | 3-5 | \$7,600,083 |
| Furniture & fixtures | 5-7 | 1,538,437 |
| | | ----- |
| Subtotal | | 9,138,520 |
| Less: accumulated depreciation | | |

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| | |
|-----------------------------|-------------|
| and amortization | 3,514,561 |
| | ----- |
| Property and equipment, net | \$5,623,959 |
| | ===== |

Depreciation expense for the three-month period ended March 31, 2005 amounts to \$431,382.

NOTE D - LONG-TERM DEBT AND NOTES PAYABLE

Two notes which amount to \$7,862,250 (\$6 million with Grand Bank and \$1,862,250 with Raster Investments) matured on March 31, 2005. These notes are not in default and the terms have been extended for an additional six months. Total accrued interest on the notes amount to \$256,512.

On March 4, 2005 unimproved property in Davenport, Florida was sold for \$4,020,000 which provided profits of \$1,069,920 and debt relief of \$1,300,000 (note payable to Emmitt Foster Trustee).

NOTE E - NOTES PAYABLE - RELATED PARTIES

The current portion of notes payable to related parties is as follows:

| | |
|---------------------------------|------------|
| James Hay Trustee | \$ 56,000 |
| Malcolm Wright | 82,050 |
| Peter Webb | 124,262 |
| | ----- |
| Notes payable - related parties | \$ 262,312 |
| | ===== |

Included in Long-term debt and notes payable are debts and notes payable to the following related parties:

| | |
|--------------------------------|--------------|
| Xpress Ltd. | \$1,041,685 |
| American Leisure Equities Corp | 10,432,791 |
| Hickory Travel Services | 768,004 |
| | ----- |
| Related party debt and notes | \$12,242,480 |
| | ===== |

The long-term portion of notes payable owed to Hickory Travel Systems of \$768,004 is owed to the former minority shareholders of Hickory Travel Systems, Inc., a subsidiary of the Company. \$209,004 of such amount is owed to L. William Chiles, a Director of the Company.

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NOTE F - ACQUISITIONS

On December 31, 2004, American Leisure Equities Corporation (the "Purchaser") a wholly-owned subsidiary of American Leisure, entered into an Asset Purchase Agreement (hereinafter referred to as "APA") with Around The World Travel, Inc. (the "Seller"), pursuant to which the Seller agreed to sell substantially all of its assets to the Purchaser. Under the terms of the APA, the Seller conveyed to the Purchaser all of the assets necessary to operate the Business, including substantially all of the Seller's tangible and intangible assets and certain agreed liabilities.

The purchase price for the assets transferred under the APA is an amount equal to the fair value of the Business (\$16 million, established by an unaffiliated investment-banking firm, calculated on a going concern basis), plus \$1.5

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million, for a total purchase price of \$17.5 million.

The APA has been amended and it can be further amended through June 30, 2005. The original APA indicated that the Purchaser will pay the purchase price on or before June 30, 2005 through a combination of a number of different currencies including but limited to the application of short term debt owed to the Company, the assumption of specific liabilities, the payment to certain AWT creditors on behalf of AWT and potentially certain preferred stock of the Company. Pursuant to the terms of the APA, the Seller and the Purchaser have entered into a Management Agreement, under which the Seller manages the Business on behalf of the Purchaser. The Seller and the Purchaser also entered into a License Agreement, under which the Purchaser granted the Seller a non-exclusive license to use certain trade names and related intellectual property in connection with the performance of its duties under the Management Agreement. The License Agreement will expire simultaneously with the Management Agreement. The amendment has changed the consideration for the purchase price to a combination of 1) issuance to Seller of a note payable in the amount of \$8,483,330, 2) reduction of certain amounts owed by the Seller to Purchaser in the amount of \$4,774,619 and 3) the assumption of certain liabilities of the Seller in the amount of \$4,242,051. The preferred stock issuance in the original APA was retracted. During the first quarter, certain of the assets, to wit: doubtful receivables, pre-pays and security deposits were transferred to Seller as reduction of the note payable. The note was further reduced by a set-off of the amount of the Accounts Receivable deemed received and retained by AWT. AWT had sold the Accounts Receivable to the Company on 12/31/04. In lieu of segregating and remitting the payments received on the Accounts Receivables, AWT was permitted to apply said amounts as a credit to the Company's note payable. The final balance due under the note payable will be ascertained on or before June 30, 2005.

The excess purchase price over the fair value of net tangible assets was \$12,585,435, all of which was allocated to goodwill. No impairment of the goodwill amount occurred during the quarter covered by this report.

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The following table summarizes the estimated fair value of the net assets acquired and liabilities assumed at the acquisition dates.

| | Total |
|------------------------|---------------|
| Current assets | \$ 1,850,109 |
| Property and equipment | 287,975 |
| Deposits | 276,481 |
| Trademark | 1,000,000 |
| Goodwill | 12,585,435 |
| Total assets acquired | \$ 16,000,000 |
| Notes assumed | 4,242,051 |
| Debt forgiven | 4,774,619 |
| Note issued | 8,483,330 |
| Consideration | \$ 17,500,000 |

NOTE G - RELATED PARTY TRANSACTIONS

The Company accrues salaries payable to Malcolm Wright in the amount of \$500,000 per year (and \$250,000 per year in 2002 and 2003) with interest at 10%. As of March 31, 2005, the amount of salaries payable accrued to Mr. Wright amounts to

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\$1,390,110.

The Company accrues director fees to each of its four (4) directors in an amount of \$18,000 per year for their services as directors of the Company. No payments of director fees were paid during the current quarter and the balance of accrued director fees as of the end of the quarter covered by this report amounts to \$132,000.

Malcolm Wright is the majority shareholder of American Leisure Real Estate Group, Inc. (ALRG). On November 3, 2003 TDSR entered into an exclusive Development Agreement with ALRG to provide development services for the development of the Tierra Del Sol Resort. Pursuant to the Development Agreement ALRG is responsible for all development logistics and TDSR is obligated to reimburse ALRG for all of ALRG's costs and to pay ALRG a development fee in the amount of 4% of the total costs of the project paid by ALRG. During the period from inception through March 31, 2005 the total costs plus fees amounted to \$5,639,975.

A trust for the natural heirs of Malcolm Wright is the majority shareholders of Xpress Ltd. ("Xpress"). On November 3, 2003, TDSR entered into an exclusive sales and marketing agreement with Xpress to sell the units being developed by TDSR. This agreement provides for a sales fee in the amount of 1.5% of the total sales prices received by TDSR plus a marketing fee of 1.5%. During the period since the contract was entered into and ended March 31, 2005 the total sales amounted to approximately \$215,730,000. As a result of the sales, TDSR is obligated to pay Xpress a total fee of \$6,471,910. As of March 31, 2005, \$4,630,225 has been paid to Xpress and \$1,041,685 remains unpaid and is included in Long-term debt and notes payable (see Note E regarding Notes payable - Related parties).

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NOTE H - RESTATEMENT

American Leisure has corrected its financial statements to include the accrual of dividends on its preferred stock. American Leisure increased the carrying value of the preferred stock \$3,273,370 and increased the accumulated deficit \$(3,273,370) at March 31, 2005. The preferred stock dividend increased the loss available to common stockholders \$(350,890) and \$(275,969) for the three months ended March 31, 2005 and 2004, respectively.

A summary of the restatement is as follows:

| | As previously reported | Increase (Decrease) | As Restated |
|----------------------------|------------------------|------------------------|-----------------|
| | | | |
| At March 31, 2005 | | | |
| Balance sheet: | | | |
| Additional paid-in capital | \$ 15,442,693 | \$ 3,273,370 | \$ 18,716,063 |
| Accumulated deficit | \$ (9,926,824) | \$ (3,273,370) | \$ (13,200,194) |
| Three months ended | | | |
| March 31, 2005: | | | |
| Statements of Operations: | | | |
| Preferred stock dividend | \$ - | \$ (350,890) | \$ (350,890) |
| Net loss available to | | | |

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| | | | | | | |
|--|----|-----------|----|-----------|----|-----------|
| common stockholders | \$ | (554,183) | \$ | (350,890) | \$ | (905,07 |
| Three months ended | | | | | | |
| March 31, 2004: | | | | | | |
| Statements of Operations: | | | | | | |
| Preferred stock dividend | \$ | - | \$ | (275,969) | \$ | (275,96 |
| Net loss available to common stockholders | \$ | (752,384) | \$ | (275,969) | \$ | (1,028,35 |

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements in this discussion and elsewhere in this report that are not historical are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Statements preceded by, followed by or that otherwise include the words "believes", "expects", "anticipates", "intends", "projects", "estimates", "plans", "may increase", "may fluctuate" and similar expressions or future or conditional verbs such as "should", "would", "may" and "could" are generally forward-looking in nature and not historical facts. These forward-looking statements were based on various factors and were derived utilizing numerous important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives. These factors include, among others, the factors set forth under the heading "Risk Factors." Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Most of these factors are difficult to predict accurately and are generally beyond our control. We are under no obligation to publicly update any of the forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on these forward-looking statements.

OVERVIEW

American Leisure Holdings, Inc. (the "Company") is in the process of developing an organization that will provide, on an integrated basis, travel services, travel distribution as well as development, sales, management and rentals of destination resorts. To that end we have acquired or established businesses that manage and distribute travel services, develop vacation home ownership and travel destination resorts and develop and operate affinity-based clubs. There is a trend toward consolidation in the travel industry, which has caused us to seek to create a vertically integrated travel services organization that provides comprehensive services to our clients and generates revenue from several sources. We believe that we have a synergistic strategy that involves using our travel distribution, fulfillment and management services to provide consumer bookings at our planned resorts, selling and renting vacation homes that we plan to manage at these resorts, and fulfilling the travel service needs of our affinity-based travel clubs. We also own a call center in Antigua-Barbuda.

Except as expressly indicated or unless the context otherwise requires, "we," "our," or "us" means American Leisure Holdings, Inc. and its subsidiaries.

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Malcolm J. Wright, our President, Chief Executive Officer, Chief Financial Officer, a Director and one of our founders, has successfully developed vacation properties in Europe. We are currently developing our first luxury vacation home and destination resort, The Sonesta Orlando Resort at Tierra del Sol and relying on Mr. Wright's experience to do so. This resort will include 540 town homes and 432 condominiums. As of June 15, 2005, we have pre-sold all of the town homes and have accepted reservations on 41% of the condominiums, resulting in over \$243,000,000 in gross contract value. In June 2005, we began the earth moving and clearing process on the land for the resort. Upon completion of these units, we will offer our management services to certain purchasers to permit them to voluntarily include their qualifying units in a rental program that we will operate. In addition, we will retain a 45-day, right of first refusal to repurchase the units in the resort that become available for resale.

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Our TraveLeaders business is a fully integrated travel services distribution business that provides its clients with a comprehensive range of business and vacation travel services in both traditional and e-commerce platforms including corporate travel management, leisure sales, and meeting, special event and incentive planning. We acquired the assets of TraveLeaders effective December 31, 2004, from Around The World Travel, Inc. Around The World Travel is currently managing the assets for us. See the discussion below under "Recent Events."

In October 2003, we acquired a 51% interest in Hickory. Hickory is a travel management service organization that primarily serves its network/consortium of approximately 160 well-established travel agency members, comprised of over 3,000 travel agents worldwide that focus on corporate travel. The services provided by Hickory include a 24-hour reservation service, international rate desk services, discount hotel programs, preferred supplier discounts, commission enhancement programs and marketing services. Our business plan includes the acquisition of additional travel agencies so that we can compete for greater volume buying discounts and market share. We view the members of Hickory as a resource for future acquisitions of viable travel agencies.

We are in the process of integrating the administrative operations of Hickory and TraveLeaders. The integration process has been slower than we anticipated because it has taken us longer than expected to identify those operations that could be consolidated and determine the allocation and re-assignment of the personnel best suited for the consolidated enterprise. In addition, time has been required to analyze and determine the impact, if any, of certain litigation commenced by Around the World Travel regarding its contracts with Seamless Technologies, Inc. and others. As such, expenditures have been higher than anticipated.

Our American Travel & Management Group business develops and operates Internet structured clubs that specialize in using demographic affinities to promote brand loyalty through the delivery of customized travel and other benefits to a constituency that is built under the auspices of a national retailer, publisher or national cause. A vital component to the benefits provided to club members and the sponsors is the inclusion of a sophisticated rewards program that will provide customer retention tracking data to those sponsors while enabling the members to enjoy significant discounts and rewards for their loyalty. We have recently entered into agreements with a prominent sports media organization, a national publisher and an international retail food service company. Based upon current agreements, we expect to launch a new club on an average of one every other month for the next eighteen months. We fulfill travel service orders produced by these clubs through TraveLeaders.

In December 2004, we entered into a joint venture with IMA Antigua, Ltd. to

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operate a call center that we own located in Antigua. The joint venture is operated through Caribbean Media Group, Ltd. We own 39.69% of this joint venture company. The call center provides in-bound and out-bound traffic for customer service, customer retention and accounts receivable management. The clients of the call center are well known national businesses with well-established credit and operational systems.

During the first quarter of 2005, we generated 41% of our revenue from the sale of land held for development in Davenport, Florida. For that period, we also recognized revenue from fees derived from Hickory's services and our affinity-based travel clubs as well as revenue from the operations of TraveLeaders.

Under our arrangement with Around The World Travel, which operates the TraveLeaders assets on our behalf and from whom we acquired the assets, we receive and recognize as income 90% of the net earnings of the TraveLeaders assets before interest, taxes, depreciation and amortization. The balance is retained by Around The World Travel as a management fee.

We also currently generate modest revenue from our call center joint venture in Antigua. We expect revenues from our call center operations to increase throughout the year based on indications from a major client that it will require more seats in the third and fourth quarter.

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As discussed in "Liquidity and Capital Resources," the capital requirement for the first phase of the resort is approximately \$122,600,000. We are currently negotiating the final terms of a \$96,600,000 construction loan with a national construction lender. We expect to finance the balance of the development budget, which includes infrastructure, retention, roads and green space of approximately \$26,000,000, through the sale of Westridge Community Development District bonds. We intend to complete the capitalization process in the third quarter of 2005 and begin the vertical construction during the fourth quarter of 2005.

RECENT EVENTS

On January 29, 2005, we entered into an operating agreement with a subsidiary of Sonesta International Hotels Corporation of Boston, Massachusetts, a luxury resort hospitality management company. Pursuant to the operating agreement, we sub-contracted to Sonesta substantially all of the hospitality responsibilities for The Sonesta Orlando Resort at Tierra del Sol. We retain primary management control of the resort. We had previously engaged Fugelberg Koch to design the residential units of the resort, amenities and the clubhouse. In February 2005, we held the official groundbreaking ceremony for the resort.

On March 7, 2005, we sold land located in Davenport, Florida that had been held for commercial development. The land was acquired in 2002 for approximately \$1,975,359 and sold for \$4,020,000 and paid-off secured debt on the property in the amount of \$1,300,000 plus accrued interest and other costs. We received approximately \$2,100,000 in net proceeds from the sale and realized a profit of \$1,100,000. We used the net proceeds for working capital and to pay \$1,948,411 of notes payable to related parties attributable to the acquisition and retention of the property.

We amended our agreement with Around The World Travel, Inc. effective March 31, 2005, to change the manner in which we will pay for the TraveLeaders assets that we acquired on December 31, 2004. The purchase price of \$17,500,000 was determined by adding \$1,500,000 to the fair value of the business as a going concern as determined by an independent investment banking firm to be

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\$16,000,000. Pursuant to the terms of the original asset purchase agreement and prior to the completion of the independent valuation, we were to assume \$17,306,352 in liabilities and issue 1,936 shares of our Series F preferred stock valued at \$193,648 in consideration for the assets. Under the amendment, the liabilities assumed are reduced to \$4,242,051, we will forgive certain working capital loans that Around The World Travel owes to us and we will not issue any Series F preferred stock. In addition, we will issue a 60 month, 6% per annum balloon note in favor of Around The World Travel in the principal amount of \$8,483,330, which amount may be offset by any and all amounts payable to us by Around The World Travel including any sums owed to us from the management of the TraveLeaders assets.

In May 2005, we extended for six months the maturity dates of two notes (payable to third parties) in the aggregate amount to \$7,862,250 that matured on March 31, 2005. These notes are not in default as the terms have been extended for six months to September 30, 2005. Total accrued interest on the notes amount to \$256,512 as of March 31, 2005.

KNOWN TRENDS, EVENTS, AND UNCERTAINTIES

We expect to experience seasonal fluctuations in our gross revenues and net earnings. This seasonality may cause significant fluctuations in our quarterly operating results. In addition, other material fluctuations in operating results may occur due to the timing of development of certain projects and our use of the completed contracts method of accounting with respect thereto. Furthermore, costs associated with the acquisition and development of vacation resorts, including carrying costs such as interest and taxes, are capitalized as inventory and will be allocated to cost of real estate sold as the respective revenues are recognized. We intend to continue to invest in projects that will require substantial development and significant amounts of capital funding during 2005 and in the years ahead.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations is based upon our unaudited financial statements, which have been prepared in accordance with accounting principals generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of any contingent assets and liabilities. We base our estimates on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. On an on-going basis, we evaluate our estimates. Actual results may differ from these estimates if our assumptions do not materialize or conditions affecting those assumptions change.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

Going Concern Considerations

We have incurred predictable losses while developing our business, and we have negative retained earnings. We expect our travel operations through the end of the current fiscal year to require additional working capital of approximately \$1,500,000. If we are unable to obtain these funds, we may have to curtail or delay our travel business plan. In addition to our ability to

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raise additional capital, our continuation as a going concern also depends upon our ability to generate sufficient cash flow to conduct our operations. If we are unable to raise additional capital or generate sufficient cash flow to conduct our Travel Division operations, we may be required to delay the acquisition of additional travel agencies and restructure or refinance all or a portion of our outstanding debt. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Revenue Recognition

We recognize revenues on the accrual method of accounting. Revenues from Hickory are recognized as earned, which is primarily at the time of delivery of the related service, publication or promotional material. Fees from advertisers to be included in the hotel book and web service operated by Hickory are recognized upon the annual publication of the book. Revenue from the delivery of services is recognized when it is invoiced to the recipient of the service.

One of our principal sources of revenue is associated with access to the travel portals that provide a database of discounted travel services. Annual renewals occur at various times during the year. Costs and revenue related to portal usage charges are incurred in the month prior to billing. Customers are charged additional fees for hard copies of the site access information. Occasionally these items are printed and shipped at a later date, at which time both revenue and expenses are recognized.

Revenues and expenses from our TraveLeaders business are not included in our results as the same are borne by Around the World Travel, Inc., the third party manager of the business. We recognize as revenue only the net operating results of TraveLeaders after deducting the management fee paid to Around the World Travel of 10% of net earnings before interest expense, taxes, depreciation and amortization.

Revenues from our call center are recognized as generated by the joint venture that operates the call center.

We have entered into 720 pre-construction sales contracts for units in The Sonesta Orlando Resort at Tierra del Sol. We will recognize revenue when title is transferred to the buyer.

Goodwill

We adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets." This statement requires that goodwill and intangible assets deemed to have indefinite lives not be amortized, but rather be tested for impairment on an annual basis. Finite-lived intangible assets are required to be amortized over their useful lives and are subject to impairment evaluation under the provisions of SFAS No. 144. In 2004, we recorded an impairment of \$1,500,000 related to the acquisition of the TraveLeaders assets in December 2004, based on our payment of more than fair value as determined by an independent investment bank. Our remaining goodwill of \$14,425,437 has not been further impaired as of March 31, 2005, and will be evaluated on a quarterly basis and whenever events or circumstances indicate the carrying value of the goodwill may not be recoverable.

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Three Months ended March 31, 2005 Compared to Three Months Ended March 31, 2004

Revenue increased \$1,489,009, or 125%, to \$2,675,674 for the three months ended March 31, 2005, as compared to revenue of \$1,186,665 for the three months ended March 31, 2004. The increase in revenue was primarily attributable to \$1,100,000 from the sale of land in Davenport, Florida.

Depreciation and amortization expenses increased \$211,310, or 96%, to \$431,382 for the three months ended March 31, 2005, as compared to depreciation and amortization expenses of \$220,072 for the three months ended March 31, 2004. The increase in depreciation and amortization expenses was primarily attributable to the call center and TraveLeaders. We opened the call center and acquired TraveLeaders in the fourth quarter of 2004.

General and administrative expenses increased \$430,690, or 22%, to \$2,405,156 for the three months ended March 31, 2005, as compared to general and administrative expenses of \$1,974,466 for the three months ended March 31, 2004. The increase in general and administrative expenses was primarily attributable to refurbishment and start-up of the call center and other telecommunications operations.

Loss from operations decreased \$847,009, or 84%, to \$160,864 for the three months ended March 31, 2005, as compared to a loss from operations of \$1,007,873 for the three months ended March 31, 2004. The decrease in loss from operations was largely due to the sale of land and the resulting increase in revenue.

We had interest expense of \$393,319 for three months ended March 31, 2005. During the period from December 2003 to December 2004, we received a total of \$11,505,000 of convertible debt financing from Stanford Venture Capital Holdings, Inc. ("Stanford"). The increase in interest expense is due to the debt financing that we received from Stanford.

We did not have income or loss attributable to minority interest for the three months ended March 31, 2005, as compared to income attributable to minority interest of \$256,624 for the three months ended March 31, 2004.

Loss before income taxes decreased \$197,066, or 26%, to \$554,183 for the three months ended March 31, 2005, as compared to loss before income taxes of \$751,249 for the three months ended March 31, 2004. The decrease in loss before income taxes was largely due to the sale land and the resulting increase in our revenue.

We did not record a provision for income taxes for the three months ended March 31, 2005. We recorded a provision for income taxes of \$1,135 for the three months ended March 31, 2004. Although we have net operating loss carry-forwards that may be used to offset future taxable income and generally expire in varying amounts through 2024, no tax benefit has been reported in the financial statements.

Net loss decreased \$198,201, or 26%, to \$554,183 for the three months ended March 31, 2005, as compared to net loss of \$752,384 for the three months ended March 31, 2004. The decrease in net loss and basic and diluted net loss per share was largely due to the sale of land and the resulting increase in our revenue.

We accrued preferred stock dividend of \$350,890 for the three months ended March 31, 2005, as compared to preferred stock dividend of \$275,969 for the three months ended March 31, 2004.

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Net loss available to common stockholders decreased \$123,280, or 12%, to \$905,073 with basic and diluted net loss per share available to common stockholders of \$0.09 for the three months ended March 31, 2005, as compared to net loss of \$1,028,353 with basic and diluted net loss per share available to common stockholders of \$0.13 for the three months ended March 31, 2004. The decrease in net loss and basic and diluted net loss per share available to common stockholders was largely due to the sale of land and the resulting increase in our revenue.

We had an accumulated deficit of \$13,200,194 as of March 31, 2005.

LIQUIDITY AND CAPITAL RESOURCES

We expect that we will require approximately \$1,500,000 through the end of the current fiscal year for working capital for our travel management and services businesses. We are in receipt of a term sheet offer and are currently negotiating the final terms with a national banking institution to provide a \$96,600,000 construction loan for the first phase of The Sonesta Orlando Resort at Tierra del Sol. We anticipate closing on the loan during the third quarter of 2005. In connection with this loan, we have also engaged the same banking institution to underwrite the sale of \$26,000,000 in bonds issued by Westridge Community Development District. The underwriting on the bonds is completed and the pre-sale bids have been received. We anticipate that the bond sale will be consummated upon the completion of our final negotiations with our construction lender. These bonds will be repaid by residential unit owners in the district over a 30-year period, through a tax assessment by the district. Upon closing of the loan, we expect to repay \$7,862,250 of short-term debt plus accrued interest of \$256,512. This short-term debt originally matured on March 31, 2005, but in May 2005 was extended for six months. The sum of the construction loan and the bond sale proceeds will provide sufficient capital for the construction of the first phase of The Sonesta Orlando Resort at Tierra del Sol.

In addition, to partially fund our development costs at The Sonesta Orlando Resort at Tierra del Sol, we have used cash from buyers deposits, after providing the disclosure required by Florida law, on the pre-sold town homes for which the buyer has waived the requirements to maintain the funds in escrow. The deposits on the town homes range from 10% to 20% of the purchase price. As of June 15, 2005, approximately 90% of the buyers of town homes in the Sonesta Orlando Resort have waived the escrow requirement and these funds have been expended for our project related costs. Our contract for the condominiums requires a 20% deposit. All of the deposits received on condominium contracts are maintained in escrow. Provided the purchaser has waived escrow, we may use any condominium contract deposit in excess of 10% to fund the hard costs of construction of their unit. In the event we post a bond according to Florida law, we will also be permitted to use the bonded portion of the deposits on the condominiums for the projects development and construction costs.

We had total current assets of \$3,185,174 as of March 31, 2005, which consisted of cash of \$1,767,769, accounts receivable of \$1,079,308, prepaid expenses and other of \$267,843, and note receivable of \$70,254.

We had total current liabilities of \$13,621,422 as of March 31 2005, which consisted of current maturities of long-term debt and notes payable of \$9,302,704, accounts payable and accrued expenses of \$2,007,621, accrued expenses to officers of \$1,518,110, shareholder advances of \$393,559 of which approximately \$209,004 was owed to a director, current maturities of notes payable to related parties of \$262,312 of which approximately \$82,050 was owed to our CEO/director, other current liabilities of \$96,616, and customer deposits of \$40,500. We anticipate the closing of a construction and land loan for the Sonesta Orlando Resort at Tierra del Sol during the third quarter of 2005, of which there can be no assurance. In the event that we close the loan as

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anticipated, we intend to pay off current maturities of long-term debt and notes payable of \$9,302,704.

We had negative net working capital of \$10,436,248 as of March 31, 2005. The ratio of total current assets to total current liabilities was approximately 23% as of March 31, 2005. That ratio will improve upon the retirement of our short-term debts as of the closing of the construction loan referred to above.

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Net cash used in operating activities was \$3,891,814 for the three months ended March 31, 2005, as compared to net cash provided by operating activities of \$756,335 for the three months ended March 31, 2004. The change from net cash provided by operating activities to net cash used in operating activities was attributable to a net loss of \$554,183, an increase in prepaid and other assets of \$1,388,560, and an increase in prepaid commissions of \$1,157,752 which were primarily offset by an increase in deposits on unit pre-sales of \$2,867,598, a decrease in accounts payable and accrued expenses of \$4,231,662, a decrease in customer deposits of \$2,712,035 and a decrease in receivables of \$2,460,079 for the three months ended March 31, 2005.

Net cash used in investing activities decreased \$2,570,171 to \$49,757 for the three months ended March 31, 2005, as compared to net cash used in investing activities of \$2,619,928 for the three months ended March 31, 2004. The decrease was a result of a decrease in capitalization of real estate carrying costs to \$49,757 for the three months ended March 31, 2005, from \$733,643 for the three months ended March 31, 2004, a decrease in security deposits and other to \$0 for the three months ended March 31, 2005, from \$970,429 for the three months ended March 31, 2004, a decrease in advances to Around The World Travel, Inc. to \$0 for the three months ended March 31, 2005, from \$808,487 for the three months ended March 31, 2004, and a decrease in acquisition of fixed assets to \$0 for the three months ended March 31, 2005, from \$107,369 for the three months ended March 31, 2004.

Net cash provided by financing activities increased \$1,977,018 to \$3,443,298 for the three months ended March 31, 2005, as compared to net cash provided by financing activities of \$1,466,280 for the three months ended March 31, 2004. The increase was due to proceeds from debt of \$6,391,615 from Stanford that was offset by a payment of debt of \$1,300,000 that was retired upon the sale of the land in Davenport, Florida and payments to related parties of \$1,648,317 for the three months ended March 31, 2005.

Previously we have relied on loans from third parties and from related parties to provide working capital and other funding needs. Our outstanding debt includes three credit facilities totaling \$11,605,000 in principal amount provided by Stanford.

At March 31, 2005, we had outstanding principal balance of \$11,605,000 under our three credit facilities with Stanford. Our \$6,000,000 secured revolving credit facility with Stanford bears interest at a fixed rate of 6% per annum payable quarterly in arrears and matures on December 18, 2008. At the sole election of the lender, any amount outstanding under the credit facility may be converted into shares of our common stock at a conversion price of \$15.00 per share. The \$6,000,000 credit facility is guaranteed by Malcolm Wright, our chief executive officer and is secured by a second mortgage on our Sonesta Orlando Resort property, including all fixtures and personal property located on or used in connection with these properties, and all of the issued and outstanding capital stock and assets of two of our subsidiaries, American Leisure Marketing & Technology, Inc. and Caribbean Leisure Marketing Limited.

Our \$4,250,000 secured revolving credit facility with Stanford bears

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interest at a fixed rate of 8% per annum payable quarterly in arrears. The credit facility is comprised of two tranches. The first tranche of \$1,250,000 matures on September 30, 2005, may solely be used for the working capital of our Hickory and TraveLeaders travel business and must immediately be repaid to the extent that the borrowed amount together with accrued and unpaid interest exceeds a borrowing base which is generally calculated as the lesser of \$1,250,000, or 50% of the dollar amount of TraveLeaders eligible accounts receivable minus such reserves as the lender may establish from time to time in its discretion. The second tranche of \$3,000,000 matures on April 22, 2007. At the sole election of the lender, any amount outstanding under the credit facility may be converted into shares of our common stock at a conversion price of \$10.00 per share. The credit facility is secured by collateral assignments of our stock in the active Travel Division subsidiaries as well as a collateral assignment of our first lien security interest in the assets formerly owned by Around The World Travel, Inc.

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Our \$1,355,000 secured revolving credit facility with Stanford bears interest at a fixed rate of 8% per annum and matures April 22, 2007. The proceeds of this facility may be used solely for our call center operations in Antigua. Interest for the period from January 1, 2005 to March 31, 2006 is due on April 3, 2006 and interest is due quarterly in arrears for periods after April 1, 2006. At the sole election of the lender, any amount outstanding under the credit facility may be converted into shares of our common stock at a conversion price of \$10.00 per share. The credit facility is secured by all of the issued and outstanding stock of our subsidiary, Caribbean Leisure Marketing Limited.

All of our credit facilities with Stanford contain customary covenants and restrictions, including covenants that prohibit us from incurring certain types of indebtedness, paying dividends and making specified distributions. Failure to comply with these covenants and restrictions would constitute an event of default under our credit facilities, notwithstanding our ability to meet our debt service obligations. Upon the occurrence of an event of default, the lender may convert the debt to our common stock, accelerate amounts due under the applicable credit facility and may foreclose on collateral and/or seek payment from a guarantor of the credit facility. At March 31, 2005, we believe we were in compliance with the covenants and other restrictions applicable to us under each credit facility.

Our ability to construct The Sonesta Orlando Resort at Tierra del Sol and repay our current debt is contingent upon us closing the construction financing and receiving the district bond sale proceeds. We have experienced delays in closing the construction loan and bond financing as a result of various factors including difficulty determining a guaranteed maximum price of construction costs for phase one from our general contractor. We have now concluded the determination of the guaranteed maximum price of the construction and we anticipate receiving a firm commitment for the construction loan in July 2005. If we are unable to obtain financing for our working capital needs or close the construction loan or the community development district bond financing, we will be required to find alternative sources of capital that may not be available when needed or on terms satisfactory to us, if at all. In the past, most of our working capital has been obtained through loans from or the purchase of equity by our officers, directors, large shareholders and some third parties. At this time, we do not have any written commitments for additional capital from any of these parties. If we do not receive a sufficient amount of additional capital on acceptable terms, we will have to consider the sale of assets or securities or scale back some or all of our operations or we may be unable to continue as a going concern.

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OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that are material to investors.

RISK FACTORS

RISKS RELATING TO OUR CAPITAL AND LIQUIDITY NEEDS

WE HAVE A LIMITED HISTORY OF OPERATIONS AND WE HAVE A HISTORY OF OPERATING LOSSES.

Since our inception, we have been assembling our Travel Division including the acquisition of Hickory in October 2003 and TraveLeaders in December 2004, planning The Sonesta Orlando Resort at Tierra del Sol, building travel club membership databases, and assembling our management team. We have incurred net operating losses since our inception. As of March 31, 2005, we had an accumulated deficit of \$13,200,194.

WE MAY NOT GENERATE ENOUGH OPERATING REVENUE OR CAPITAL TO MEET OUR OPERATING AND DEVELOPMENT COSTS.

Our costs of establishing our business models for both the Travel Division and the Resort Development Division, including acquisitions and the due diligence costs of that process, together with the un-financed development costs incurred in the Resort Development Division requires significant capital.

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Historically, our sources for capital have been through loans from our founding and majority shareholders as well as from loans from our capital partner, Stanford. If we are unable to generate enough operating revenue to satisfy our capital needs or we cannot obtain future capital from our founding and majority shareholders or from Stanford, it will have a material adverse effect on our financial condition and results of operation.

WE HAVE RECEIVED \$11,605,000 MILLION OF CONVERTIBLE DEBT FINANCING FROM STANFORD, WHICH IS SECURED BY MORTGAGES ON OUR PROPERTY AND LIENS ON OUR ASSETS.

We have received an aggregate of \$11,605,000 million of convertible debt financing from Stanford. The terms of our financial arrangements with Stanford are secured by the following mortgages on our properties and liens on our assets:

- Our \$6,000,000 credit facility is secured by a second mortgage on The Sonesta Orlando Resort at Tierra del Sol which we plan to develop, including all fixtures and personal property to be located on or used in connection with this property, and all of the issued and outstanding capital stock and assets of two of our subsidiaries, American Leisure Marketing & Technology, Inc. and Caribbean Leisure Marketing Limited.
- Our \$4,250,000 credit facility is secured by collateral assignments of our stock in the active Travel Division subsidiaries as well as a collateral assignment of our first lien security interest in the assets formerly owned by Around The World Travel, Inc.
- Our \$1,355,000 credit facility is secured by all of the issued and outstanding stock of our subsidiary, Caribbean Leisure Marketing Limited.

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In addition, Malcolm J. Wright, our President, Chief Executive Officer, Chief Financial Officer and a member of our board of directors provided a personal guarantee for our \$6,000,000 credit facility. If we fail to comply with the covenants in our credit facility, Stanford can elect to accelerate the amounts due under the credit facility and may foreclose on our assets and property that secure the loans.

BUSINESS ACQUISITIONS OR JOINT VENTURES MAY DISRUPT OUR BUSINESS, DILUTE SHAREHOLDER VALUE OR DISTRACT MANAGEMENT ATTENTION.

As part of our business strategy, we may consider the acquisition of, or investments in, other businesses that offer services and technologies complementary to ours. If the analysis used to value acquisitions is faulty, the acquisitions could have a material adverse affect on our operating results and/or the price of our common stock. Acquisitions also entail numerous risks, including:

- difficulty in assimilating the operations, products and personnel of the acquired business;
- potential disruption of our ongoing business;
- unanticipated costs associated with the acquisition;
- inability of management to manage the financial and strategic position of acquired or developed services and technologies;
- the diversion of management's attention from our core business;
- inability to maintain uniform standards, controls, policies and procedures;
- impairment of relationships with employees and customers, which may occur as a result of integration of the acquired business;
- potential loss of key employees of acquired organizations;
- problems integrating the acquired business, including its information systems and personnel;
- unanticipated costs that may harm operating results; and
- risks associated with entering an industry in which we have no (or limited) prior experience.

If any of these occur, our business, results of operations and financial condition may be materially adversely affected.

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RISKS RELATED TO OUR RESORT DEVELOPMENT DIVISION

WE NEED TO CLOSE A \$96,600,000 CONSTRUCTION LOAN FOR THE RESORT DEVELOPMENT DIVISION IN ORDER TO BUILD THE SONESTA ORLANDO RESORT AT TIERRA DEL SOL.

We need to complete the process of complying with the terms of a term sheet offer made to us by a national lender to provide the \$96,600,000 of construction financing for The Sonesta Orlando Resort at Tierra del Sol. Our compliance is also necessary to trigger the issuance and sale of \$26,000,000 of Westridge Community Development District bonds. Proceeds from the sale of the bonds will be used to construct the infrastructure of the resort and to acquire certain lands from us for public dedication. Proceeds from the sale of the bonds are a necessary component to the capital structure of the project to develop the resort. If we cannot complete the compliance required by the term sheet offer, it will cause a delay in the construction of the resort.

EXCESSIVE CLAIMS FOR DEVELOPMENT-RELATED DEFECTS IN ANY REAL ESTATE PROPERTIES THAT WE PLAN TO BUILD THROUGH OUR RESORT DEVELOPMENT DIVISION COULD ADVERSELY AFFECT OUR LIQUIDITY, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

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We will engage third-party contractors to construct our resorts. However, our customers may assert claims against us for construction defects or other perceived development defects including, but not limited to, structural integrity, the presence of mold as a result of leaks or other defects, electrical issues, plumbing issues, or road construction, water or sewer defects. In addition, certain state and local laws may impose liability on property developers with respect to development defects discovered in the future. To the extent that the contractors do not satisfy any proper claims as they are primarily responsible, a significant number of claims for development-related defects could be brought against us. To the extent that claims brought against us are not covered by insurance, our payment of those claims could adversely affect our liquidity, financial condition, and results of operations.

MALCOLM J. WRIGHT, WHO SERVES AS OUR CHIEF EXECUTIVE OFFICER, PRESIDENT AND CHIEF FINANCIAL OFFICER AND AS A DIRECTOR, IS INVOLVED IN OTHER BUSINESSES THAT HAVE CONTRACTED WITH US AND IS ALSO INVOLVED WITH PROPERTY DEVELOPMENT PROJECTS THAT MAY BE IN COMPETITION WITH US.

Malcolm J. Wright is the President of American Leisure Real Estate Group, Inc., a real estate development company with which we have contracted for the development of The Sonesta Orlando Resort at Tierra del Sol. Mr. Wright is an officer of Xpress Ltd., with which we have contracted for exclusive sales and marketing for The Sonesta Orlando Resort at Tierra del Sol. Mr. Wright is also an officer of Innovative Concepts, Inc., which operates a landscaping business, and M J Wright Productions, Inc., which owns our Internet domain names. Because Mr. Wright is employed by us and the other party to these transactions, these transactions may be or may be considered to be on terms that are not arms'-length and may not be as advantageous to us as agreements with unrelated third parties. From time to time, Mr. Wright pursues real estate investment and sales ventures that may be in competition with ventures that we pursue or plan to pursue.

BECAUSE MALCOLM J. WRIGHT, WHO SERVES AS OUR CHIEF EXECUTIVE OFFICER, PRESIDENT AND CHIEF FINANCIAL OFFICER AND AS A DIRECTOR, IS INVOLVED IN A NUMBER OF OTHER BUSINESSES, HE MAY NOT BE ABLE OR WILLING TO DEVOTE A SUFFICIENT AMOUNT OF TIME TO OUR BUSINESS OPERATIONS.

Malcolm J. Wright is the President of American Leisure Real Estate Group, Inc., Xpress Ltd., Innovative Concepts, Inc., M J Wright Productions, Inc., Resorts Development Group, LLC, Osceola Business Managers, Inc., Florida World, Inc. and SunGate Resort Villas, Inc. It is possible that the demands on Mr. Wright from these other businesses could increase with the result that he may have less time to devote to our business. We do not have an employment agreement with Mr. Wright and he is under no requirement to spend a specified amount of time on our business. As a result, Mr. Wright may not spend sufficient time in his roles as an executive officer and a director of our company to realize our business plan. If Mr. Wright does not have sufficient time to serve our company, it could have a material adverse effect on our business and results of operations.

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WE MAY PROVIDE THE EXECUTIVE OFFICERS OF OUR SUBSIDIARIES AN AGGREGATE BONUS OF UP TO 19% OF THE PRE-TAX PROFITS OF THE SUBSIDIARY IN WHICH THEY SERVE AS OUR EXECUTIVE OFFICERS, WHICH WOULD REDUCE ANY PROFITS THAT WE MAY EARN.

We may provide the executive officers of each of our subsidiaries an aggregate bonus of up to 19% of the pre-tax profits, if any, of the subsidiaries in which they serve as executive officers. Malcolm J. Wright would receive 19% of the pre-tax profits of Leisureshare International Ltd, Leisureshare

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International Espanola SA, American Leisure Homes, Inc., Advantage Professional Management Group, Inc., Tierra Del Sol Resort, Inc., and American Leisure Hospitality Group, Inc. We do not have any agreements with our officers regarding the bonus other than with L. William Chiles. Mr. Chiles is entitled to receive 19% of the profits of Hickory up to a maximum payment over the life of his contract of \$2,700,000. As Mr. Chiles' bonus is limited, it is not subject to the buy-out by us described below. The executive officers of our other subsidiaries would share a bonus of up to 19% of the pre-tax profits of the subsidiary in which they serve as executive officers. We would retain the right, but not have the obligation to buy out all of the above agreements after a period of five years by issuing such number of shares of our common stock equal to the product of 19% of the average after-tax profits for the five-year period multiplied by one-third of the price-earnings ratio of our common stock at the time of the buyout divided by the greater of the market price of our common stock or \$5.00. If we pay bonuses in the future, it will reduce our profits and the amount, if any, that we may otherwise have available to pay dividends to our preferred and common stockholders.

WE HAVE EXPERIENCED DELAYS IN OBTAINING SIGNATURES FOR AGREEMENTS AND TRANSACTIONS, WHICH HAVE PREVENTED THEM FROM BEING FINALIZED.

We have experienced delays in obtaining signatures for various agreements and transactions. In some cases, we have either disclosed the terms of these agreements and transactions in our periodic and other filings with the SEC; however, these agreements and transactions are not final. Until they are finalized, their terms are subject to change although we do not have any present intention to do so. If the terms of these agreements and transactions were to change, we may be required to amend our prior disclosure and any revisions could be substantial.

WE ARE RELIANT ON KEY MANAGEMENT AND IF WE LOSE ANY OF THEM, IT COULD HAVE A MATERIAL ADVERSE AFFECT ON OUR BUSINESS AND RESULTS OF OPERATIONS.

Our success depends, in part, upon the personal efforts and abilities of Malcolm J. Wright and L. William Chiles. Mr. Wright is a Director of the Company and the Company's Chief Executive Officer, President and Chief Financial Officer. Mr. Chiles is a Director of the Company and President of Hickory. Our ability to operate and implement our business plan is dependent on the continued service of Messrs. Wright and Chiles. We have entered into an employment agreement with Mr. Chiles. We are in the process of entering into a written employment agreement with Mr. Wright. If we are unable to retain and motivate them on economically feasible terms, our business and results of operations will be materially adversely affected.

IF WE DO NOT EVENTUALLY PAY MALCOLM J. WRIGHT, OUR CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER FOR HIS SERVICES AS AN EXECUTIVE OFFICER AND A DIRECTOR, WE COULD LOSE HIS SERVICES.

We have not paid cash to Malcolm J. Wright for his services as an executive officer and a director as of the filing of this report; however, he is entitled to receive various forms of remuneration from us such as accrued salary of \$500,000 per year beginning in 2004 and accrued compensation of \$18,000 per year for serving as a director. We may pay Mr. Wright a bonus of up to 19% of the pre-tax profits, if any, of various subsidiaries as discussed above. We have made payments to entities controlled by Mr. Wright in consideration for substantial services that those entities have provided to us for The Sonesta Orlando Resort at Tierra del Sol. If we do not eventually pay cash to Mr. Wright for his salary, director's compensation and bonus, he may determine to spend less of his time on our business or to resign his positions as an officer and a director.

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RISKS RELATED TO OUR TRAVEL DIVISION

WE NEED APPROXIMATELY \$1,500,000 OF CAPITAL THROUGH THE END OF THE CURRENT FISCAL YEAR FOR THE TRAVEL DIVISION THAT MAY NOT BE AVAILABLE TO US ON FAVORABLE TERMS, IF AT ALL.

We need to raise approximately \$1,500,000 through the end of the current fiscal year for the working capital needs for the Travel Division which includes Hickory's requirement through the third quarter of 2005 to cover its seasonal losses, TraveLeaders' requirements during its reorganization to adopt our business models, and our operating costs prior to closing a construction loan (discussed below). If we do not receive a sufficient amount of additional capital on acceptable terms, or at all, we may be unable to fully implement our business plan. We have identified sources of additional working capital, but we do not have any written commitments from third parties or from our officers, directors or majority shareholders. Additional capital may not be available to us on favorable terms, if at all. If we cannot obtain a sufficient amount of additional capital, we will have to delay, curtail or scale back some or all of our travel operations, any of which would materially adversely affect our travel businesses. In addition, we may be required to delay the acquisition of additional travel agencies and restructure or refinance all or a portion of our outstanding debt.

OUR COMMISSIONS AND FEES ON CONTRACTS WITH SUPPLIERS OF TRAVEL SERVICES FOR OUR TRAVEL DIVISION MAY BE REDUCED OR THESE CONTRACTS MAY BE CANCELLED AT WILL BY THE SUPPLIERS BASED ON OUR VOLUME OF BUSINESS, WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION OR RESULTS OF OPERATIONS.

Our suppliers of travel services including airline, hotel, cruise, tour and car rental suppliers may reduce the commissions and fees that we earn under contract with them based on the volume of business that we generate for them. These contracts generally renew annually and in some cases may be cancelled at will by the suppliers. If we cannot maintain our volume of business, our suppliers could contract with us on terms less favorable than the current terms of our contracts or the terms of their contracts with our competitors, exclude us from the products and services that they provide to our competitors, refuse to renew our contracts, or, in some cases, cancel their contracts with us at will. In addition, our suppliers may not continue to sell services and products through global distribution systems on terms satisfactory to us. If we are unable to maintain or expand our volume of business, our ability to offer travel service or lower-priced travel inventory could be significantly reduced. Any discontinuance or deterioration in the services provided by third parties, such as global distribution systems providers, could prevent our customers from accessing or purchasing particular travel services through us. If these suppliers were to cancel or refuse to renew our contracts or renew them on less favorable terms, it could have a material adverse effect on our business, financial condition or results of operations.

OUR SUPPLIERS OF TRAVEL SERVICES TO OUR TRAVEL DIVISION COULD REDUCE OR ELIMINATE OUR COMMISSION RATES ON BOOKINGS MADE THROUGH US BY PHONE AND OVER THE INTERNET, WHICH COULD REDUCE OUR REVENUES.

We receive commissions paid to us by our travel suppliers such as hotel chains and cruise companies for bookings that our customers make through us by phone and over the Internet. Consistent with industry practices, our suppliers are not obligated by regulation to pay any specified commission rates for bookings made through us or to pay commissions at all. Over the last several years, travel suppliers have substantially reduced commission rates. Our travel suppliers have reduced our commission rates in certain instances. Future reductions, if any, in our commission rates that are not offset by lower

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operating costs could have a material adverse effect on our business and results of operations.

FAILURE TO MAINTAIN RELATIONSHIPS WITH TRADITIONAL TRAVEL AGENTS FOR OUR TRAVEL DIVISION COULD ADVERSELY AFFECT OUR BUSINESS AND RESULTS OF OPERATIONS.

Hickory has historically received, and expects to continue to receive, a significant portion of its revenue through relationships with traditional travel agents. Maintenance of good relationships with these travel agents depends in large part on continued offerings of travel services in demand, and good levels of service and availability. If Hickory does not maintain good relations with its travel agents, these agents could terminate their memberships and use of Hickory's products and services, which would have a material adverse effect on our business and results of operations.

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DECLINES OR DISRUPTIONS IN THE TRAVEL INDUSTRY COULD SIGNIFICANTLY REDUCE OUR REVENUE FROM THE TRAVEL DIVISION.

Potential declines or disruptions in the travel industry may result from any one or more of the following factors:

- price escalation in the airline industry or other travel related industries;
- airline or other travel related strikes;
- political instability, war and hostilities;
- long term bad weather;
- fuel price escalation;
- increased occurrence of travel-related accidents; and
- economic downturns and recessions.

OUR TRAVEL REVENUES MAY FLUCTUATE FROM QUARTER TO QUARTER DUE TO SEVERAL FACTORS INCLUDING ONES THAT ARE OUTSIDE OF OUR CONTROL, AND IF OUR REVENUES ARE BELOW OUR EXPECTATIONS IT WOULD LIKELY HAVE A MATERIAL ADVERSE EFFECT ON OUR RESULTS OF OPERATIONS.

We may experience fluctuating revenues because of a variety of factors, many of which are outside of our control. These factors may include, but are not limited to, the timing of new contracts; reductions or other modifications in our clients' marketing and sales strategies; the timing of new product or service offerings; the expiration or termination of existing contracts or the reduction in existing programs; the timing of increased expenses incurred to obtain and support new business; changes in the revenue mix among our various service offerings; labor strikes and slowdowns at airlines or other travel businesses; and the seasonal pattern of TraveLeaders' business and the travel agency members of Hickory. In addition, we make decisions regarding staffing levels, investments and other operating expenditures based on our revenue forecasts. If our revenues are below expectations in any given quarter, our operating results for that quarter would likely be materially adversely affected.

GLOBAL TRAVEL DISTRIBUTION SYSTEM CONTRACTS THAT WE MAY ENTER INTO GENERALLY PROVIDE FOR FINANCIAL PENALTIES FOR NOT ACHIEVING PERFORMANCE OBJECTIVES.

We are seeking to enter into multi-year global distribution system contracts. These contracts typically cover a five-year period and would require us to meet certain performance objectives. If we do not structure a global distribution system contract effectively, it may trigger financial penalties if the performance objectives are not met. In the event that we enter into global distribution system contracts and are unable to meet the performance objectives,

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it would have a material adverse effect on our business, liquidity and results of operations.

OUR CONTRACTS WITH CLIENTS OF THE TRAVELEADERS BUSINESS DO NOT GUARANTEE THAT WE WILL RECEIVE A MINIMUM LEVEL OF REVENUE, ARE NOT EXCLUSIVE, AND MAY BE TERMINATED ON RELATIVELY SHORT NOTICE.

Our contracts with clients of the TraveLeaders business do not ensure that we will generate a minimum level of revenue, and the profitability of each client may fluctuate, sometimes significantly, throughout the various stages of our sales cycles. Although we will seek to enter into multi-year contracts with our clients, our contracts generally enable the client to terminate the contract, or terminate or reduce customer interaction volumes, on relatively short notice. Although some contracts require the client to pay a contractually agreed amount in the event of early termination, there can be no assurance that we will be able to collect such amount or that such amount, if received, will sufficiently compensate us for our investment in any canceled sales campaign or for the revenues we may lose as a result of the early termination. If we do not generate minimum levels of revenue from our contracts or our clients terminate our multi-year contracts, it will have a material adverse effect on our business, results of operation and financial condition.

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WE RECEIVE CONTRACTUALLY SET SERVICE FEES AND HAVE LIMITED ABILITY TO INCREASE OUR FEES TO MEET INCREASING COSTS.

Most of our travel contracts have set service fees that we may not increase if, for instance, certain costs or price indices increase. For the minority of our contracts that allow us to increase our service fees based upon increases in cost or price indices, these increases may not fully compensate us for increases in labor and other costs incurred in providing the services. If our costs increase and we cannot, in turn, increase our service fees or we have to decrease our service fees because we do not achieve defined performance objectives, it will have a material adverse effect on our business, results of operations and financial condition.

THE TRAVEL INDUSTRY IS LABOR INTENSIVE AND INCREASES IN THE COSTS OF OUR EMPLOYEES COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, LIQUIDITY OR RESULTS OF OPERATIONS.

The travel industry is labor intensive and has experienced high personnel turnover. A significant increase in our personnel turnover rate could increase our recruiting and training costs and decrease operating effectiveness and productivity. If we obtain a significant number of new clients or implement a significant number of new, large-scale campaigns, we may need to recruit, hire and train qualified personnel at an accelerated rate, but we may be unable to do so. Because significant portions of our operating costs relate to labor costs, an increase in wages, costs of employee benefits, employment taxes or other costs associated with our employees could have a material adverse effect on our business, results of operations or financial condition.

OUR INDUSTRY IS SUBJECT TO INTENSE COMPETITION AND COMPETITIVE PRESSURES COULD ADVERSELY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

We believe that the market in which we operate is fragmented and highly competitive and that competition may intensify in the future. We compete with small firms offering specific applications, divisions of large entities, large independent firms and the in-house operations of clients or potential clients. A number of competitors have or may develop greater capabilities and resources than us. Additional competitors with greater resources than us may enter our

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market. Competitive pressures from current or future competitors could cause our services to lose market acceptance or result in significant price erosion, all of which could have a material adverse effect upon our business, results of operations or financial condition.

RISKS RELATED TO OUR COMMUNICATIONS DIVISION

WE MAY NOT BE ABLE TO KEEP UP WITH CURRENT AND CHANGING TECHNOLOGY ON WHICH OUR BUSINESS IS DEPENDENT.

Our call center and communications business is dependent on our computer and communications equipment and software capabilities. The underlying technology is continually changing. Our continued growth and future profitability depends on a number of factors affected by current and changing technology, including our ability to

- expand our existing service offerings;
- achieve cost efficiencies in our existing call centers; and
- introduce new services and products that leverage and respond to changing technological developments.

The technologies or services developed by our competitors may render our products or services non competitive or obsolete. We may not be able to develop

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and market any commercially successful new services or products. We have considered integrating and automating our customer support capabilities, which we expect would decrease costs by a greater amount than any decrease in revenues; however, we could be wrong in these expectations. Our failure to maintain our technological capabilities or respond effectively to technological changes could have a material adverse effect on our business, results of operations or financial condition.

A BUSINESS INTERRUPTION AT OUR CALL CENTER, WHETHER OR NOT PROLONGED, COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Our call center business operations depend upon our ability to protect our call center, computer and telecommunications equipment and software systems against damage from fire, power loss, telecommunications interruption or failure, natural disaster and other similar events. In the event we experience a temporary or permanent interruption at our call center and our contracts do not provide relief, our business could be materially adversely affected and we could be required to pay contractual damages to some clients or allow some clients to terminate or renegotiate their contracts with us. In the event that we experience business interruptions, it would have a material adverse effect on our business, results of operations and financial condition.

RISKS RELATING TO OUR COMMON STOCK

IF WE FAIL TO FILE OUR PERIODIC REPORTS AND REPORTS ON FORM 8-K WITH THE COMMISSION IN A TIMELY MANNER, WE COULD RECEIVE AN "E" ON OUR TRADING SYMBOL OR OUR COMMON STOCK COULD BE DE-LISTED FROM THE OTCBB.

We are in the process of integrating the business operations of Hickory and TraveLeaders, which includes the financial accounting function. We face increased pressure related to recording, processing, summarizing and reporting consolidated financial information required to be disclosed by us in the reports that we file or submit under the Exchange Act in a timely manner. We also face increased pressure accumulating and communicating such information to our

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management as appropriate to allow timely decisions regarding required disclosure. We believe that until we have fully integrated our financial accounting function, we will continue to face such pressure. If we are unable to file our periodic reports with the Commission in a timely manner, we could receive an "e" on our trading symbol, which could result in our common stock being de-listed from the OTCBB. In addition, investors who hold restricted shares of our common stock would be precluded from reselling their shares pursuant to Rule 144 of the Securities Act until such time as we were able to establish a history of current filings with the Commission. In the event that our common stock is de-listed from the OTCBB, it is likely that our common stock will have less liquidity than it has, and will trade at a lesser value than it does, on the OTCBB.

OUR COMMON STOCK COULD AND HAS FLUCTUATED, AND SHAREHOLDERS MAY BE UNABLE TO RESELL THEIR SHARES AT A PROFIT.

The price of our common stock has fluctuated since it began trading. The trading prices for small capitalization companies like ours often fluctuate significantly. Market prices and trading volume for stocks of these types of companies including ours have also been volatile. The market price of our common stock is likely to continue to be highly volatile. If revenues or earnings are less than expected for any quarter, the market price of our common stock could significantly decline, whether or not there is a decline in our consolidated revenues or earnings that reflects long-term problems with our business. Other factors such as our issued and outstanding common stock becoming eligible for sale under Rule 144, terms of any equity and/or debt financing, and market conditions could have a significant impact on the future price of our common stock and could have a depressive effect on the then market price of our common stock.

RE-PRICING WARRANTS AND ISSUING ADDITIONAL WARRANTS TO OBTAIN FINANCING HAS CAUSED AND MAY CAUSE ADDITIONAL DILUTION TO OUR EXISTING STOCKHOLDERS.

In the past, to obtain additional financing, we have modified the terms of our warrant agreements to lower the exercise price per share to \$.001 from \$5.00 with respect to warrants to purchase 100,000 shares of our common stock and to

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\$.001 from \$2.96 with respect to warrants to purchase 1,350,000 shares of our common stock. We are currently in need of additional financing and may be required to lower the exercise price of our existing warrants or issue additional warrants in connection with future financing arrangements. Re-pricing of our warrants and issuing additional warrants has caused and may cause additional dilution to our existing shareholders.

THERE MAY NOT BE AN ACTIVE OR LIQUID TRADING MARKET FOR OUR COMMON STOCK, WHICH MAY LIMIT INVESTORS' ABILITY TO RESELL THEIR SHARES.

An active and liquid trading market for our common stock may not develop or, if developed, such a market may not be sustained. In addition, we cannot predict the price at which our common stock will trade. If there is not an active or liquid trading market for our common stock, investors in our common stock may have limited ability to resell their shares.

WE HAVE AND MAY CONTINUE TO ISSUE PREFERRED STOCK THAT HAS RIGHTS AND PREFERENCES OVER OUR COMMON STOCK.

Our Articles of Incorporation, as amended, authorize our Board of Directors to issue preferred stock, the relative rights, powers, preferences, limitations, and restrictions of which may be fixed or altered from time to time by the Board

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of Directors. Accordingly, the Board of Directors may, without approval from the shareholders of our common stock, issue preferred stock with dividend, liquidation, conversion, voting, or other rights that could adversely affect the voting power and other rights of the holders of our common stock. The preferred stock can be utilized, under certain circumstances, as a method of discouraging, delaying, or preventing a change in our ownership and management that shareholders might not consider to be in their best interests. We have issued various series of preferred stock, which have rights and preferences over our common stock including, but not limited to, cumulative dividends and preferences upon liquidation or dissolution.

WE DO NOT EXPECT TO PAY DIVIDENDS IN THE NEAR FUTURE.

We have never declared or paid dividends on our common stock. We do not anticipate paying dividends on our common stock in the near future. Our ability to pay dividends is dependent upon, among other things, future earnings as well as our operating and financial condition, capital requirements, general business conditions and other pertinent factors. We intend to reinvest in our business operations any funds that could be used to pay dividends. Our common stock is junior in priority to our preferred stock with respect to dividends. Cumulative dividends on our issued and outstanding Series A preferred stock, Series B preferred stock, Series C preferred stock and Series E preferred stock accrue dividends at a rate of \$1.20, \$12.00, \$4.00, and \$4.00, respectively, per share per annum, payable in preference and priority to any payment of any cash dividend on our common stock. We have authorized Series F preferred stock with cumulative dividends that accrue at a rate of \$1.00 per share per annum and are also payable in preference and priority to any payment of any cash dividend on our common stock. Dividends on our preferred stock accrue from the date on which we agree to issue such preferred shares and thereafter from day to day whether or not earned or declared and whether or not there exists profits, surplus or other funds legally available for the payment of dividends. We have never paid any cash dividends on our preferred stock. We will be required to pay accrued dividends on our preferred stock before we can pay any dividends on our common stock.

BECAUSE OF THE SIGNIFICANT NUMBER OF SHARES OWNED BY OUR DIRECTORS, OFFICERS AND PRINCIPAL SHAREHOLDERS, OTHER SHAREHOLDERS MAY NOT BE ABLE TO SIGNIFICANTLY INFLUENCE OUR MANAGEMENT.

Our directors, officers, and principal shareholders beneficially own a substantial portion of our outstanding common and preferred stock. Malcolm J. Wright, who serves as our President, Chief Executive Officer and Chief Financial Officer and as a Director, and Roger Maddock, one of our majority shareholders, own, directly and indirectly, an aggregate of 62.6% of the voting power in our company. As a result, these persons control our affairs and management, as well as all matters requiring shareholder approval, including the election and removal of members of the Board of Directors, transactions with directors, officers or affiliated entities, the sale or merger of the Company or substantially all of our assets, and changes in dividend policy. This concentration of ownership and control could have the effect of delaying, deferring, or preventing a change in our ownership or management, even when a change would be in the best interest of other shareholders.

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ITEM 3. CONTROLS AND PROCEDURES.

Evaluation of disclosure controls and procedures. Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by

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this quarterly report (the "Evaluation Date"), has concluded that as of the Evaluation Date, our disclosure controls and procedures were effective. However, because we have not fully integrated our administrative operations, we face increased pressure related to recording, processing, summarizing and reporting consolidated financial information required to be disclosed by us in the reports that we file or submit under the Exchange Act in a timely manner as well as accumulating and communicating such information to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. We believe that until we have fully integrated our administrative operations, we will continue to face such pressure regarding the timeliness of our filings as specified in the Commission's rules and forms which could lead to a future determination that our disclosure controls and procedures are not effective as of a future evaluation date.

Changes in internal control over financial reporting. There were no significant changes in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are a party in an action that was filed in Orange County, Florida and styled as Rock Investment Trust, P.L.C. and RIT, L.L.C. vs. Malcolm J. Wright, American Vacation Resorts, Inc., American Leisure, Inc., Inversora Tetuan, S.A., Sunstone Golf Resort, Inc., and Sun Gate Resort Villas, Inc., Case No. CIO-01-4874, Ninth Judicial Circuit, Orange County, Florida. In June, 2001, after almost 2 years from receiving notice from Malcolm Wright that one Mr. Roger Smee, doing business under the names Rock Investment Trust, PLC (a British limited company) and RIT, LLC (a Florida limited liability company) (collectively, the "Smee Entities") had defaulted under various agreements to loan or to joint venture or to fund investment into various real estate enterprises founded by Mr. Wright, the Smee Entities brought the Lawsuit against Mr. Wright, American Leisure, Inc. ("ALI") and several other entities. The gravamen of the initial complaint is that the Smee Entities made financial advances to Wright with some expectation of participation in a Wright real estate enterprise. In general, the suit requests either a return of the Smee Entities' alleged advances of \$500,000 or an undefined ownership interest in one or more of the defendant entities. Mr. Wright, American Leisure, Inc., and Inversora Tetuan, S.A., have filed a counterclaim and cross complaint against the Smee Entities and Mr. Smee denying the claims and such damages in the amount of \$10 million. If the court rules that Mr. Wright is liable under his guarantee of the American Leisure, Inc. obligation to Smee, it is believed that such a ruling would not directly affect American Leisure Holdings, Inc. The litigation is in the discovery phase and is not currently set for trial. We have been advised by our attorneys in this matter that Mr. Wright's position on the facts and the law is stronger than the positions asserted by the Smee Entities.

In March 2004, Manuel Sanchez and Luis Vanegas as plaintiffs filed a lawsuit against American Leisure Holdings, Inc. American Access Corporation, Hickory Travel Systems, Inc. Malcolm J. Wright and L. William Chiles, et al., seeking a claim for securities fraud, violation of Florida Securities and Investor Protection Act, breach of their employment contracts, and claims for fraudulent inducement. All defendants have denied all claims and have a counterclaim against Manuel Sanchez and Luis Vanegas for damages. The litigation commenced in March 2004 and will shortly enter the discovery phase and is not currently set for trial. We believe that Manuel Sanchez' and Luis Vanegas' claims are without merit and the claims are not material to us. We intend to vigorously defend the lawsuit.

In February 2003, we and Malcolm J. Wright were joined in a lawsuit captioned as Howard C. Warren v. Travelbyus, Inc., William Kerby, David Doerge, DCM/Funding III, LLC, and Balis, Lewittes and Coleman, Inc. in the Circuit Court of Cook County, Illinois, Law Division, which purported to state a claim against us as a "joint venturer" with the primary defendants. The plaintiff alleged damages in an amount of \$5,557,195.70. On November 4, 2004, the plaintiff moved to voluntarily dismiss its claim against us. Pursuant to an order granting the voluntary dismissal, the plaintiff has one (1) year from the date of entry of such order to seek to reinstate its claims.

On March 30, 2004, Malcolm Wright, was individually named as a third-party defendant in the Circuit Court of Cook County, Illinois, Chancery Division, under the caption: Cahnman v. Travelbyus, et al. On July 23, 2004, the primary plaintiffs filed a motion to amend their complaint to add direct claims against our subsidiary, American Leisure as well as Mr. Wright. On August 4, 2004, the plaintiffs withdrew that motion and have not asserted or threatened any direct claims against American Leisure, Mr. Wright or us.

In early May 2004, Around The World Travel, Inc. substantially all of the assets of which we purchased, filed a lawsuit in the Miami-Dade Florida Circuit Court against Seamless Technologies, Inc. and e-Travelers, Inc. alleging breach of contract and seeking relief that includes monetary damages and termination of the contracts. They were granted leave to intervene as plaintiffs in the original lawsuits against Seamless and e-Travelers. On June 28, 2004, the above named defendants brought suit against Around The World Travel and American Leisure Holdings, Inc. in an action styled Seamless Technologies, Inc. et al. v. Keith St. Clair et al. This suit alleges that Around The World Travel has breached the contracts and also that American Leisure Holdings, Inc. and Around The World Travel's Chief Executive Officer were complicit with certain officers and directors of Around The World Travel in securing ownership of certain assets for American Leisure Holdings, Inc. that were alleged to have been a business opportunity for Around The World Travel. This lawsuit involves allegations of fraud against Malcolm J. Wright. The lawsuit filed by Seamless has been abated and consolidated with the original lawsuit filed by Around The World Travel. In a related matter, Seamless' attorneys brought another action entitled Peter Hairston v. Keith St. Clair et al. This suit mimics the misappropriation of business opportunity claim, but it is framed within a shareholder derivative action. The relief sought against American Leisure Holdings, Inc. includes monetary damages and litigation costs. We intend to vigorously support the original litigation filed against Seamless and defend the counterclaim and allegations against us.

On May 4, 2005, Simon Hassine, along with members of his family, filed a lawsuit against us and Around The World Travel in the Circuit Court of Dade County, Florida, Civil Division, Case Number 05-09137CA. The plaintiffs are the former majority shareholders of Around The World Travel and former owners of the assets of Travelers. The plaintiffs allege that that they have not been paid for i) a subordinated promissory note in the principal amount of \$3,550,000 plus interest on such note which they allege was issued to them by Around The World Travel in connection with their sale of 88% of the common stock of Around The World Travel; and ii) subordinated undistributed retained earnings and accrued bonuses in an aggregate amount of \$1,108,806 which they allege were due to them as part of the sale. The plaintiffs allege that the note was issued to them net of \$450,000 of preferred stock of Around The World Travel that they further allege they never received. The plaintiffs also allege that in December 2004 they entered into a settlement agreement with the Company regarding these matters. The plaintiffs are pursuing a claim of breach of the alleged settlement agreement with damages in excess of \$1,000,000, interest and costs as well as performance under the alleged settlement agreement or, in the alternative, a

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declaratory judgment that the promissory note, undistributed retained earnings and accrued bonuses are not subordinated to the Galileo Debt and full payment of the promissory note, undistributed retained earnings and accrued bonuses plus prejudgment interest, stated interest on the note, costs and reasonable attorney's fees. The plaintiffs are also pursuing a claim for breach of contract regarding the preferred stock of Around The World Travel and seeking \$450,000 plus interest, costs and reasonable attorney's fees. The plaintiffs are also pursuing claims of fraudulent transfer regarding our acquisition of interests in the debt and equity of Around The World Travel and seeking unspecified amounts. We intend to vigorously defend the lawsuit. We have authorized our counsel to file various motions including a motion to dismiss the complaint in its entirety as against us and Malcolm J. Wright due to the failure by the plaintiffs to comply with a provision in the underlying document that grants exclusive jurisdiction to the courts located in Cook County, Illinois.

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In the ordinary course of its business, we may from time to time become subject to routine litigation or administrative proceedings, which are incidental to our business.

The Company is not aware of any proceeding to which any of its directors, officers, affiliates or security holders are a party adverse to the Company or have a material interest adverse to the Company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In February 2005, the Company granted warrants to Charles J. Fernandez to purchase 100,000 shares of common stock at an exercise price of \$1.02 per share for services rendered. Mr. Fernandez currently serves on the Company's advisory board providing the Company with general corporate and business advice. Mr. Fernandez is also a director nominee. Warrants to purchase 50,000 shares vested immediately to Mr. Fernandez. Warrants to purchase the remaining 50,000 shares would vest in equal amounts to Mr. Fernandez on his next two anniversary dates as a director or advisor provided he remains in such service. Mr. Fernandez may exercise the warrants for a period of five years beginning on such vesting dates. The Company claims an exemption from registration afforded by Section 4(2) of the Act since the foregoing issuance did not involve a public offering, the recipient took the warrants for investment and not resale and the Company took appropriate measures to restrict transfer. No underwriters or agents were involved in the foregoing issuance and no underwriting discounts were paid by the Company.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

ITEM 5. OTHER INFORMATION.

RELATED PARTY TRANSACTIONS

We believe that all prior related party transactions have been entered into upon terms no less favorable to us than those that could be obtained from unaffiliated third parties. Our reasonable belief of fair value is based upon proximate similar transactions with third parties or attempts to obtain the services from third parties. All ongoing and future transactions with such persons, including any loans from or compensation to such persons, will be

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approved by a majority of disinterested members of the Board of Directors.

We accrue \$500,000 per year as salary payable to Malcolm J. Wright, our Chief Executive Officer. Prior to 2004, we accrued \$250,000 per year as salary payable to Mr. Wright. We accrue interest at a rate of 12% compounded annually on the salary owed to Mr. Wright. As of March 31, 2005, the aggregate amount of salary payable and accrued interest owed to Mr. Wright was \$1,390,110. We also accrue \$100,000 per year as salary payable to L. William Chiles, a director of the Company and the President of Hickory, for his services, and interest at a rate of 12% compounded annually beginning in 2005. As of March 31, 2005, the aggregate amount of salary payable and accrued interest owed to Mr. Chiles was \$128,000.

We pay or accrue directors' fees to each of our directors in an amount of \$18,000 per year for their services as directors. During the three months ended March 31, 2005, we accrued directors' fees for four directors; however, Gillian Wright resigned as a director on February 1, 2005. As of March 31, 2005, we had accrued an aggregate amount of directors' fees of \$132,000.

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We entered into a debt guarantor agreement with Mr. Wright and Mr. Chiles whereby we agreed to indemnify Mr. Wright and Mr. Chiles against all losses, costs or expenses relating to the incursion of or the collection of our indebtedness against Mr. Wright or Mr. Chiles or their collateral. This indemnity extends to the cost of legal defense or other such reasonably incurred expenses charged to or assessed against Mr. Wright or Mr. Chiles. In the event that Mr. Wright or Mr. Chiles make a personal guarantee for our benefit in conjunction with any third-party financing, and Mr. Wright or Mr. Chiles elect to provide such guarantee, then Mr. Wright and/or Mr. Chiles shall earn a fee for such guarantee equal to three per cent (3%) of the total original indebtedness and two per cent (2%) of any collateral posted as security. This fee is to be paid by the issuance of warrants to purchase our common stock at a fixed strike price of \$1.02 per share, when the debt is incurred. Mr. Wright personally guaranteed \$6,000,000 that we received from Stanford pursuant to a convertible promissory note. In addition, Mr. Wright pledged to Stanford 845,733 shares of our common stock held by Mr. Wright. Stanford is currently in possession of the shares of our common stock that Mr. Wright pledged; however, Mr. Wright retained the power to vote (or to direct the voting) and the power to dispose (or direct the disposition) of those shares. Mr. Chiles had personally guaranteed \$2,000,000 of the \$6,000,000 received from Stanford and pledged to Stanford 850,000 shares of our common stock held by Mr. Chiles. Stanford released Mr. Chiles from the personal guarantee and released his common stock from the pledge when we closed the \$6,000,000 credit facility. Mr. Wright and Mr. Chiles have each also given a personal guarantee regarding a loan in the principal amount of \$6,000,000 that was made to Tierra Del Sol Resort Inc. by Grand Bank & Trust of Florida. We have authorized the issuance of warrants to Mr. Wright and Mr. Chiles to purchase 587,860 shares and 168,672 shares, respectively, of our common stock at an exercise price of \$1.02 per share. We are under a continued obligation to issue warrants at \$1.02 to Messrs. Wright and Chiles for guarantees that they may be required to give on our behalf going forward.

We may provide the executive officers of each of our subsidiaries an aggregate bonus of up to 19% of the pre-tax profits, if any, of the subsidiaries in which they serve as executive officers. Malcolm J. Wright will receive 19% of the pre-tax profits of Leisureshare International Ltd, Leisureshare International Espanola SA, American Leisure Homes, Inc., APMG, TDSR, and American Leisure Hospitality Group, Inc. We do not have any agreements with our officers regarding the bonus other than with L. William Chiles. Mr. Chiles is entitled to receive 19% of the profits of Hickory up to a maximum payment over

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the life of his contract of \$2,700,000. As Mr. Chiles' bonus is limited, it is not subject to the buy-out by us (discussed below) as it will cease as soon as the \$2,700,000 amount has been paid to him. The executive officers of our other subsidiaries would share a bonus of up to 19% of the pre-tax profits of the subsidiary in which they serve as executive officers. We would retain the right, but not have the obligation to buy-out all of the above agreements after a period of five years by issuing such number of shares of our common stock equal to the product of 19% of the average after-tax profits for the five-year period multiplied by one-third of the price to earnings ratio of our common stock at the time of the buyout divided by the greater of the market price of our common stock or \$5.00. We have not paid or accrued any bonus as of the filing of this report.

Malcolm J. Wright is the President and 81% majority shareholder of American Leisure Real Estate Group, Inc. On November 3, 2003, we entered into an exclusive development agreement with American Leisure Real Estate Group to provide development services for the development of The Sonesta Orlando Resort at Tierra del Sol. Pursuant to this development agreement, it is responsible for all development logistics and we are obligated to reimburse it for all of its costs and to pay it a development fee in the amount of 4% of the total costs of the project paid by it. As of March 31, 2005, it had administered operations and paid bills in the amount of \$5,639,975 and received a fee of 4% (or approximately \$225,599) under the development agreement.

Malcolm J. Wright and members of his family are the majority shareholders of Xpress Ltd., a company that has experience marketing vacation homes in Europe. On November 3, 2003, we entered into an exclusive sales and marketing agreement with Xpress to sell the units in The Sonesta Orlando Resort at Tierra del Sol being developed by us. This agreement provides for a sales fee in the amount of 3% of the total sales prices received by us plus a marketing fee of

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1.5%. Pursuant to the terms of the agreement, one-half of the sales fee is payable upon entering into a sales contract (with deposits paid as required by the sales contract) for a unit in the resort and the other half is due upon closing the sale. During the period since the contract was entered into and ended March 31, 2005, the total sales made by Xpress amounted to approximately \$215,730,333. As a result of the sales, we are currently obligated to pay Xpress a sales fee of approximately \$3,235,955 and a marketing fee of \$3,235,955. We will be obligated to pay Xpress the remaining sales fee upon closing the sales of the units. As of March 31, 2005, we have paid Xpress \$3,505,748 of cash, issued Xpress 120,000 shares of Series A Preferred Stock valued at \$1,200,000, and transferred to Xpress a 1913 Benz automobile valued at \$500,000.

In February 2004, Malcolm J. Wright, individually and on behalf of Xpress, and Roger Maddock, individually and on behalf of Arvimex, Inc., entered into contracts with us to purchase an aggregate of 32 town homes for \$13,116,800. Mr. Wright and Mr. Maddock paid an aggregate deposit of \$1,311,680 and were given a 10% discount that we otherwise would have had to pay as a commission to a third-party real estate broker. Roger Maddock is directly (and indirectly through Arvimex) the beneficial owner of more than 5% of our common stock.

We granted warrants to each of Malcolm J. Wright and L. William Chiles for their services as directors to purchase 100,000 shares (or an aggregate of 200,000 shares) of our common stock at an exercise price of \$1.02 per share. Warrants to purchase 75,000 shares have vested to each of them. Warrants to purchase the remaining 25,000 shares will vest to each of them on the next anniversary date of each of their terms as a director, provided they are then serving in said capacity.

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M J Wright Productions, Inc., of which Mr. Wright is the President, owns our Internet domain names.

Mr. Wright and we are negotiating an employment agreement pursuant to which Mr. Wright will serve as our President, Chief Executive Officer and Chief Financial Officer. We will provide the terms of the employment agreement when it is finalized. In June 2005, we entered into an indemnification agreement with Mr. Wright.

In March 2005, we closed on the sale of 13.5 acres of commercial property in Davenport, Polk County, Florida at the corner of U.S. Hwy. 27 and Sand Mine Road. The property was sold for \$4,020,000. We paid-off secured debt on the property of \$1,300,000 plus accrued interest and other costs. We used the net proceeds for working capital and to pay \$1,948,411 of notes payable to related parties attributable to the acquisition and retention of the property.

Thomas Cornish is a director nominee and has served as a member of our advisory board. He is the President of the Seitlin Insurance Company. Our board of directors has authorized Seitlin to place a competitive bid to provide insurance for The Sonesta Orlando Resort at Tierra del Sol. During 2004 and 2005, Mr. Cornish provided services on our advisory board in consideration for \$1,500 and \$3,000, respectively. David Levine is a director nominee and has served as a member of our advisory board. He provided services on our advisory board during 2004 and 2005 in consideration for \$3,000 and \$1,500, respectively. We reimbursed Mr. Levine for travel expenses in the amount of \$1,613 and \$8,521 during 2004 and 2005, respectively. Charles J. Fernandez, a member of our advisory board and a director nominee, provided services on our advisory board during 2005 for which he was paid \$3,000. We authorized warrants to each of Thomas Cornish, Charles J. Fernandez and David Levine to purchase 100,000 shares (or an aggregate of 300,000 shares) of our common stock at an exercise price of \$1.02 per share in consideration for their services as advisors. The warrants vested immediately with respect to the purchase of 50,000 shares by each of them. Warrants to purchase the remaining 50,000 shares will vest to each of them in equal amounts on their next two anniversary dates as advisors or Directors, provided they are then serving in one of said capacities.

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT |
|-------------|--|
| ----- | ----- |
| 2.1 (1) | Stock Purchase Agreement |
| 3.1 (2) | Articles of Incorporation |
| 3.2 (3) | Amended and Restated Bylaws |
| 3.3 (3) | Amended and Restated Articles of Incorporation filed July 24, 2002 |
| 3.4 (3) | Certificate of Amendment of Amended and Restated Articles of Incorporation filed July 24, 2002 |
| 4.1 (3) | Certificate of Designation of Series A Convertible Preferred Stock |
| 4.2 (5) | Certificate of Designation of Series B Convertible Preferred Stock |
| 4.3 (5) | Certificate of Designation of Series C Convertible Preferred Stock |
| 4.4 (10) | Amended and Restated Certificate of Designation of Series C |

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Convertible Preferred Stock

- 4.5 (20) Corrected Certificate of Designation of Series E Convertible Preferred Stock, which replaces the Form of Certificate of Designation of Series E Convertible Preferred Stock, filed as Exhibit 1 to the Registrant's Form 8-K on April 12, 2004

- 4.6 (18) Certificate of Designation of Series F Convertible Preferred Stock, which replaces the Form of Certificate of Designation of Series F Convertible Preferred Stock, filed as Exhibit 3.1 to the Registrant's Form 8-K on January 6, 2005

- 10.1 (3) Stock Option Agreement with L. William Chiles Regarding Hickory Travel Systems, Inc.

- 10.2 (5) Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc. dated January 29, 2003

- 10.3 (5) Registration Rights Agreement with Stanford dated January 29, 2003

- 10.4 (5) Securities Purchase Agreement with Charles Ganz dated January 29, 2003

- 10.5 (5) Asset Sale Agreement with Charles Ganz dated January 29, 2003

- 10.6 (5) Registration Rights Agreement with Charles Ganz dated January 29, 2003

- 10.7 (5) Securities Purchase Agreement with Ted Gershon dated January 29, 2003

- 10.8 (5) Asset Sale Agreement with Ted Gershon dated January 29, 2003

- 10.9 (5) Registration Rights Agreement with Ted Gershon dated January 29, 2003

- 10.10 (6) Confirmation of Effective Date and Closing Date of \$6,000,000 Line of Credit

- 10.11 (6) Credit Agreement with Stanford for \$6,000,000 Line of Credit

- 10.12 (6) First Amendment to Credit Agreement with Stanford for \$6,000,000 Line of Credit

- 10.13 (6) Mortgage Modification and Restatement Agreement between Tierra Del Sol Resort Inc., formerly Sunstone Golf Resort, Inc. ("TDSR") and Stanford dated December 18, 2003

- 10.14 (6) Registration Rights Agreement with Stanford dated December 18, 2003

- 10.15 (6) Florida Mortgage and Security Agreement securing the \$6,000,000 Line of Credit

- 10.16 (6) Second Florida Mortgage and Security Agreement securing the \$6,000,000 Line of Credit

- 10.17 (6) Security Agreement by Caribbean Leisure Marketing Limited and American Leisure Marketing and Technology Inc. dated December 18, 2003, securing the \$6,000,000 Line of Credit

- 10.18 (6) Warrants issued to Daniel T. Bogar to purchase 168,750 shares at

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\$2.96 per share

- 10.19 (7) Warrants issued to Arvimex, Inc. to purchase 120,000 shares at \$0.001 per share
- 10.20 (7) Warrant Purchase Agreement with Stanford to purchase 600,000 shares at \$0.001 per share and 1,350,000 shares at \$2.96 per share
- 10.21 (7) Warrants issued to Arvimex to purchase 270,000 shares at \$2.96 per share
- 10.22 (10) Credit Agreement with Stanford for \$1,000,000 Credit Facility
- 10.23 (10) Credit Agreement with Stanford for \$3,000,000 Credit Facility
- 10.24 (10) Instrument of Warrant Repricing to purchase 1,350,000 shares at \$0.001 per share
- 10.25 (10) Warrant Purchase Agreement with Stanford to purchase 500,000 shares at \$5.00 per share
- 10.26 (10) Registration Rights Agreement with Stanford dated June 17, 2004
- 10.27 (9) Agreement and First Amendment to Agreement to Purchase Galileo Notes with GCD Acquisition Corp. ("GCD"), dated March 19, 2004 and March 29, 2004, respectively
- 10.28 (9) Assignment Agreement for Security for Galileo Notes
- 10.29 (18) Bridge Loan Note for \$6,000,000 issued by Around The World Travel, Inc. in favor of Galileo International, LLC and acquired by the Registrant
- 10.30 (18) Third Amended and Restated Acquisition Loan Note for \$6,000,000 issued by Around The World Travel, Inc. in favor of Galileo International, LLC and acquired by the Registrant
- 10.31 (18) Amended and Restated Initial Loan Note for \$7,200,000 issued by Around The World Travel in favor of Galileo and acquired by the Registrant
- 10.32 (18) Promissory Note for \$5,000,000 issued by Around The World Travel, Inc. in favor of CNG Hotels, Ltd. and assumed by the Registrant
- 10.33 (18) Promissory Note for \$2,515,000 issued by TDSR in favor of Arvimex and Allonge dated January 31, 2000
- 10.34 (18) Registration Rights Agreement with Arvimex dated January 23, 2004
- 10.35 (13) Development Agreement between TDSR and American Leisure Real Estate Group, Inc.
- 10.36 (14) Exclusive Sales and Marketing Agreement between TDSR and Xpress Ltd.
- 10.37 (15) Asset Purchase Agreement with Around The World Travel, Inc. for TraveLeaders
- 10.38 (16) Operating Agreement between American Leisure Hospitality Group, Inc. and Sonesta Orlando, Inc., dated January 29, 2005

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- 10.39 (17) Second Re-Instatement and Second Amendment to Contract of Advantage Professional Management Group, Inc. to sale unimproved land in Davenport, Florida to Thirteen Davenport, LLC
- 10.40 (17) Purchase Agreement between Advantage Professional Management Group, Inc. and Paradise Development Group, Inc. to sale part of unimproved land in Davenport, Florida
- 10.41 (17) First Amendment to Purchase Agreement between Advantage Professional Management Group, Inc. and Paradise Development Group, Inc. to sale part of unimproved land in Davenport, Florida
- 10.42 (17) Assignment of Purchase Agreement, as amended, to Thirteen Davenport, LLC to sale part of unimproved land in Davenport, Florida
- 10.43 (20) Note and Mortgage Modification Agreement dated May 12, 2005, regarding a Promissory Note in the original amount of \$985,000 dated January 31, 2000, issued by TDSR in favor of Raster Investments, Inc. and a Mortgage in favor of Raster Investments, Inc.
- 10.44 (20) First Amendment to Asset Purchase Agreement with Around The World Travel, Inc. for TraveLeaders dated March 31, 2005
- 10.45 (21) Management Agreement with Around The World Travel, Inc. dated January 1, 2005
- 10.46 (21) License Agreement with Around The World Travel, Inc. dated January 1, 2005
- 10.47 (21) Agreement with Shadmore Trust U/A/D dated April 1, 2004 to acquire common stock, preferred stock and indebtedness of AWT
- 10.48 (21) Promissory Note for \$1,698,340 issued by the Registrant in favor of Shadmore Trust U/A/D and dated April 1, 2004
- 10.49 (21) Stock Purchase Agreement dated April 12, 2004 to acquire preferred stock of Around The World Travel, Inc.
- 10.50 (21) Additional \$1.25M issued by the Registrant in favor of Stanford and dated November 15, 2004.
- 10.51 (21) Third Amendment to Credit Agreement with Stanford for \$1,000,000 and Second Additional Stock Pledge Agreement dated December 13, 2004
- 10.52 (21) Second Renewal Promissory Note for \$1,355,000 issued by the Registrant in favor of Stanford and dated December 13, 2004
- 10.53 (21) Agreement dated March 17, 2005, to Terminate Right of First Refusal Agreement and Amend Registration Rights Agreement with Stanford
- 10.54 (22) Warrant Agreement and Warrants to Malcolm J. Wright to purchase 100,000 shares at \$1.02 per share
- 10.55 (22) Warrant Agreement and Warrants to L. William Chiles to purchase 100,000 shares at \$1.02 per share
- 10.56 (22) Warrant Agreement and Warrants to T. Gene Prescott to purchase 100,000 shares at \$1.02 per share
- 10.57 (22) Warrant Agreement and Warrants to Charles J. Fernandez to purchase 100,000 shares at \$1.02 per share

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- 10.58 (22) Warrant Agreement and Warrant to Steven Parker to purchase 200,000 shares at \$1.02 per share
- 10.59 (22) Warrant Agreement and Warrants to Toni Pallatto to purchase 25,000 shares at \$1.02 per share
- 10.60 (21) Employment Agreement, as amended, between L. William Chiles and Hickory Travel Systems, Inc.

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- 10.61 (21) Employment Agreement between L. William Chiles and the Registrant
- 10.62 (21) First Amendment to \$3 Million Credit Agreement
- 10.63 (21) Instrument of Warrant Repricing to purchase 100,000 shares at \$0.001 per share
- 16.1 (3) Letter from J.S. Osborn, P.C. dated August 1, 2002
- 16.2 (4) Letter from J.S. Osborn, P.C. dated May 22, 2003
- 16.3 (11) Letter from J.S. Osborn, P.C. dated August 17, 2004
- 16.4 (11) Letter from Charles Smith
- 16.5 (11) Letter from Marc Lumer & Company
- 16.6 (11) Letter from Byrd & Gantt, CPA's, P.A.
- 16.7 (12) Letter from Malone & Bailey, PLLC
- 16.8 (19) Letter from Bateman & Co., Inc., P.C.
- 21 (18) Subsidiaries of American Leisure Holdings, Inc.
- 23.1(21) Consent of Lopez, Blevins, Bork & Associates, LLP
- 23.2 (23) Consent of David M. Loev, Attorney at Law
- 31* CEO and CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32* CEO and CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.1 (6) Personal Guarantee by Malcolm J. Wright guaranteeing the \$6,000,000 Line of Credit
- 99.2 (10) Letter to the Shareholders of Around The World Travel, Inc.

* Filed herein.

- (1) Filed as Exhibit 2.1 to the Registrant's Form 8-K on June 28, 2002, and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to the Registrant's Form SB-1 on October 20, 2000, and incorporated herein by reference.
- (3) Filed as Exhibits 3.4, 3.1, 3.2, 3.3, 10.2, and 16.1, respectively, to the Registrant's Form 10-QSB on August 19, 2002, and incorporated herein by reference.
- (4) Filed as Exhibit 16.1 to the Registrant's Form 8-K on May 23, 2003,

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- and incorporated herein by reference.
- (5) Filed as Exhibits 99.2, 99.1, 99.3, 99.5, 99.6, 99.7, 99.8, 99.9, 99.10 and 99.11, respectively, to the Registrant's Form 10-KSB on May 23, 2003, and incorporated herein by reference.
 - (6) Filed as Exhibits 99.1, 99.2, 99.3, 99.4, 99.7, 99.8, 99.9, 99.10, 99.11 and 99.5, respectively, to the Registrant's Form 8-K on April 1, 2004, and incorporated herein by reference.
 - (7) Filed as Exhibits 99.11, 99.12 and 99.13, respectively, to the Registrant's Form 10-QSB on May 25, 2004, and incorporated herein by reference.
 - (8) Filed as Exhibit 99.1 to the Registrant's Form 10-KSB on May 21, 2004, and incorporated herein by reference.
 - (9) Filed as Exhibits 99.1 and 99.2, respectively, to the Registrant's Form 8-K on April 6, 2004, and incorporated herein by reference.
 - (10) Filed as Exhibits 3.1, 10.1, 10.2, 10.3, 10.4, 10.5 and 99.2, respectively, to the Registrant's Forms 8-K/A filed on August 6, 2004, and incorporated herein by reference.
 - (11) Filed as Exhibits 16.2, 16.3, 16.4 and 16.5, respectively, to the Registrant's Forms 8-K/A filed on August 18, 2004, and incorporated herein by reference.
 - (12) Filed as Exhibit 16.1 to the Registrant's Form 8-K on August 18, 2004, and incorporated herein by reference.
 - (13) Filed as Exhibit 10.6 to the Registrant's Form 10-QSB on August 20, 2004, and incorporated herein by reference.
 - (14) Filed as Exhibit 10.6 to the Registrant's Form 10-QSB/A on December 8, 2004, and incorporated herein by reference.
 - (15) Filed as Exhibit 10.1 to the Registrant's Form 8-K on January 6, 2005, and incorporated herein by reference.
 - (16) Filed as Exhibit 10.1 to the Registrant's Form 8-K on February 2, 2005, and incorporated herein by reference.

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- (17) Filed as Exhibits 10.1, 10.2, 10.3 and 10.4, respectively, to the Registrant's Form 8-K on March 14, 2005, and incorporated herein by reference.
- (18) Filed as Exhibits 4.6, 10.29, 10.30, 10.31, 10.32, 10.33, and 10.34, respectively, to the Registrant's Form 10-KSB on March 31, 2005, and incorporated herein by reference.
- (19) Filed as Exhibit 16.2 to the Registrant's Form 8-K on March 28, 2005, and incorporated herein by reference.
- (20) Filed as Exhibits 4.5, 10.43 and 10.44, respectively to the Registrant's Form 10-QSB on May 23, 2005, and incorporated herein by reference.
- (21) Filed as Exhibits 10.45, 10.46, 10.47, 10.48, 10.49, 10.50, 10.51, 10.52, 10.53, 10.60, 10.61, 10.62, 10.63 and 23.1, respectively, to the Registrant's Form SB-2 on June 30, 2005, and incorporated herein by reference.
- (22) To be filed as Exhibits 10.54, 10.55, 10.56, 10.57, 10.58 and 10.59, respectively, to the Registrant's Form SB-2/A in the next few days.
- (23) Included in Exhibit 5.1 filed with the Registrant's Form SB-2 on June 30, 2005, and incorporated herein by reference.

REPORTS ON FORM 8-K

We filed the following seven (7) reports on Form 8-K with the Commission during the quarter for which this report is filed:

- (1) Report of Form 8-K filed on January 6, 2005, to report the acquisition of TraveLeaders and the authorization of 150,000 shares of Series F Preferred Stock.

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- (2) Report of Form 8-K filed on January 13, 2005, to report the material terms of our agreement with Stanford for \$1.25 million of additional financing and the creation of a direct financial obligation therewith.
- (3) Report of Form 8-K/A filed on January 13, 2005, to correct the disclosure under the section entitled "Item 1.01 Entry Into A Material Definitive Agreement" of the Form 8-K filed with the Commission on January 6, 2005, and listed in (1), above. We are not assuming any liabilities in connection with litigation matters of Around The World Travel, Inc., including, but not limited to lawsuits against Around The World Travel, Inc. filed by Seamless Technologies, Inc. or Peter Hairston.
- (4) Report of Form 8-K filed on February 2, 2005, to report the material terms of an operating agreement and related agreements with Sonesta which delegates to Sonesta substantially all of the hospitality responsibilities within the management of the Sonesta Orlando Resort, which we plan to construct.
- (5) Report of Form 8-K filed on February 15, 2005, to report the resignation of a Director, and the nomination of new Directors to fill vacancies created by such resignation and an increase in the number of directors from four to nine.
- (6) Report of Form 8-K filed on March 14, 2005, to report the material terms of a sale of approximately 13.67 acres of unimproved land located in Davenport, Florida.
- (7) Report of Form 8-K filed on March 28, 2005, to report a change in accountants that was effective August 25, 2004.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN LEISURE HOLDINGS, INC.

By: /s/ Malcolm J. Wright

Name: Malcolm J. Wright
Title: Chief Executive Officer and
Chief Financial Officer
Date: July 22, 2005

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