

# F00000003300

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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

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*Resort Quest International, Inc.*

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LAURA EARNEST

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SECRETARY OF STATE  
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00 JUN -9 11:22

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ResortQuest International, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)      3. 62-1750352 (FEI number, if applicable)

4. 9/11/97 (Date of incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Application  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 530 Oak Court Dr., Suite 360  
Memphis, TN 38117  
(Current mailing address)

8. To act as the parent company of subsidiaries involved with resort property rental and management.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

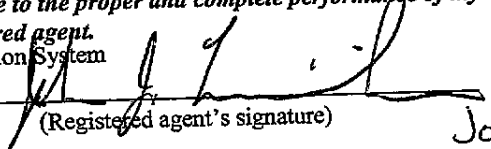
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System  
  
(Registered agent's signature)

John J. Linnihan Asst. Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

SEE ATTACHED LISTING

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kelley B. Standard  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kelley B. Standard, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

12.

**RESORTQUEST INTERNATIONAL, INC.**

**OFFICERS \***

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DIVISION OF CORPORATIONS  
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<b>Name</b>	<b>Title</b>	
<b>Levine, David L.</b>	Chief Executive Officer and Pres.	530 Oak Court Dr., Suite 360 Memphis TN 38117
<b>Olin, James S.</b>	Chief Operating Officer	530 Oak Court Dr., Suite 360 Memphis TN 38117
<b>Collins, J. Mitchell</b>	Chief Financial Officer	530 Oak Court Dr., Suite 360 Memphis TN 38117
<b>Murphy, W. Michael</b>	Sr. Vice President and Chief Development Officer	530 Oak Court Dr., Suite 360 Memphis, TN 38117
<b>Farmer, Frederick L.</b>	Sr. Vice President and Chief Information Officer	530 Oak Court Dr., Suite 360 Memphis, TN 38117
<b>Manteris, Paul</b>	Sr. Vice President, Operations Support and Home Owner Relations	530 Oak Court Dr., Suite 360 Memphis, TN 38117
<b>Selberg, David</b>	Vice President, Finance and Treasurer	530 Oak Court Dr., Suite 360 Memphis, TN 38117
<b>Murphy, J. Scott</b>	Vice President and Controller	530 Oak Court Dr., Suite 360 Memphis TN 38117
<b>Standard, Kelley B.</b>	Assistant Secretary	530 Oak Court Dr., Suite 360 Memphis TN 38117

\* address of officers: 530 Oak Court Drive, Suite 360  
 Memphis, TN 38117  
 Telephone Number : (901) 762-0600

**RESORTQUEST INTERNATIONAL, INC.  
DIRECTORS**

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**David L. Levine**      530 Oak Court Drive, Suite 360  
(Chairman of Board)      Memphis, TN 38117

**William W. Abbott, Jr.**      506 Hwy. 98 East  
Destin, FL 32541

**Elan J. Blutinger**      Via Del Casale Della Crescenza I  
Villa 1B  
Rome, Italy 00191

**Joshua M. Freeman**      11325 Seven Locks Road  
Potomac, MD 20854

**Heidi O. Houston**      620 East Hyman Avenue  
Aspen, CO 81611

**Michael D. Rose**      6305 Humphreys Blvd., Suite 110  
Memphis, TN 38120

**David C. Sullivan**      530 Oak Court Dr., Suite 360  
Memphis, TN 38117

**Joseph V. Vittoria**      220 Congress Park Drive  
Del Ray Beach, FL 33445

**Theodore L. Weise**      2005 Corporate Avenue  
Memphis, TN 38132

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESORTQUEST INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2000.

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AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0482029

DATE:

06-07-00