

FD20000010342

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

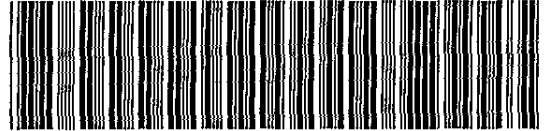
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATION

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CORPORATION

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CT CORPORATION

December 20, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5745690 SO  
Customer Reference 1: Sunterra Project  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Resort Marketing International, Inc. (DE)  
Qualification  
Florida

Please return a good standing certificate along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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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. Resort Marketing 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. (FEI number, if applicable)
4. 11/13/02 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S)
7. 3865 West Cheyenne Avenue, Building 5, North Las Vegas, NV 89032 (Principal office address)
(Current mailing address)

8. Marketing and sales of real estate (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
(City) (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.

James M. Halpin (Registered agent's signature)

James M. Halpin Assistant Secretary

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.

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**RESOLUTION OF BOARD OF DIRECTORS**

Being a duly elected and authorized officer of **Resort Marketing International, Inc.**, a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify that this Resolution of the Board of Directors of **Resort Marketing International, Inc.** was duly adopted as of December 9, 2002

Be it resolved, that **Resort Marketing International, Inc.**, organized and existing in the State of Delaware, hereby adopts the name, **RMI - Florida, Inc.**, for use in the State of Florida.

Date:

*x James F. Anderson*

Name/Title: JAMES F. ANDERSON  
VICE PRESIDENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

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

Vice Chairman: N/A

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

Director: Nicholas J. Benson

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

Director: Steven E. West

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

B. OFFICERS

President: See list attached

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. James F. Anderson VICEPRESIDENT  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James F. Anderson, V.P.  
(Typed or printed name and capacity of person signing application)

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SCHEDULE OF DIRECTORS AND OFFICERS  
OF  
RESORT MARKETING INTERNATIONAL, INC.

DIRECTORS

Nicholas J. Benson 3865 West Cheyenne Ave., Bldg 5, North Las Vegas, NV 89032  
Steven E. West 3865 West Cheyenne Ave., Bldg 5, North Las Vegas, NV 89032

OFFICERS

President: Nicholas J Benson 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Vice President: Steven E. West 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Vice President: James F Anderson 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Vice President: Andrew Gennuso 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Vice President: Michael W. Hall 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Secretary: Steven E. West 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032  
Treasurer: David C. Johnston 3865 West Cheyenne Ave. Building 5  
North Las Vegas, NV 89032

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# Delaware

*The First State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESORT MARKETING 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 SIXTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2150111

020772999

DATE: 12-16-02