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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

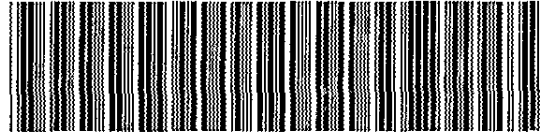
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS

BJC



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 131071 7155110
AUTHORIZATION : Patricia Pappas
COST LIMIT : \$ 1220.00

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FILED
TALLAHASSEE FLORIDA

ORDER DATE : June 13, 2003
ORDER TIME : 10:45 AM
ORDER NO. : 131071-005
CUSTOMER NO: 7155110
CUSTOMER: Ms. Ann Reid
Cendant Corporation
1 Campus Drive
Parsippany, NJ 07054

FOREIGN FILINGS

NAME: RCI HOLDIAY NETWORK, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SUSIE KNIGHT-- EXT# 1156

EXAMINER: _____

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. RCI Holiday Network 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. 57-1147453 (FEI number, if applicable)

4. 11/6/2002 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 9/13/2002 (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. 7 Sylvan Way, Parsippany, New Jersey 07054 (Principal office address)

(Current mailing address)

8. Making reservations for and selling travel and related services. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301 (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.

Corporation Service Company

(Registered agent's signature)

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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RCI HOLIDAY NETWORK, INC.

Name	Title
Biase, Lisa A.	Assistant Secretary
Bock, Eric J.	Executive Vice President and Assistant Secretary
Borger, John E.	Executive Vice President and Assistant Secretary
Buckman, James E.	Director and Executive Vice President
Cocroft, Duncan H.	Executive Vice President and Treasurer
Feldman, Lynn A.	Vice President and Assistant Secretary
Giamalva, Peter	President
Hertweck, John	Assistant Secretary
Holmes, Stephen P.	Director and Chairman
Huber, Joseph	Vice President, Tax
Janofsky, Arnold	Assistant Secretary
Johnson, Mark E.	Assistant Treasurer
May, Kenneth N.	Chief Executive Officer
McClain, John T.	Senior Vice President
Meisner, Richard S.	Vice President and Assistant Secretary
Peterson, John M.	Assistant Treasurer
Sera, Jean Marie	Assistant Secretary
Steeneck, Craig D.	Executive Vice President and Chief Financial
Ventura, Vincent	Senior Vice President, Tax
Wyshner, David B.	Executive Vice President

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The Addresses for the above is : 7 Sylvan Way, Parsippany, NJ 07054

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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STATE OF FLORIDA
TALLAHASSEE

B. OFFICERS

President: See attached officers/directors rider

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.  _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President and Assistant Secretary

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

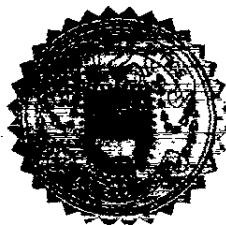
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCI HOLIDAY NETWORK INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE A.D. 2003.

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STATE OF DELAWARE
SECRETARY OF STATE

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCI HOLIDAY NETWORK INC." WAS INCORPORATED ON THE SIXTH DAY OF NOVEMBER, A.D. 2002.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2472158

3588028 8300

030392570

DATE: 06-13-03