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2004 JUN 17 P 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Robert A. Lucas
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May 19, 2004

VIA EXPRESS MAIL

Florida Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32339

FILED
2004 JUN 17 P 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Janus Hotels and Resorts, Inc.

Dear Sir or Madam:

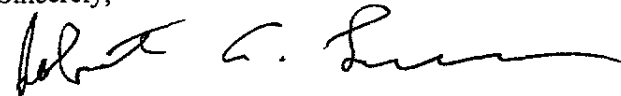
Effective January 29, 2004, Janus Hotels and Resorts, Inc., a Delaware corporation which is qualified to do business in Florida, merged out of existence by virtue of its merger with and into Janus Acquisition, Inc., a Delaware corporation. As a result, Janus Hotels and Resorts, Inc. wishes to terminate its authority to transact business in Florida. I have enclosed two originally executed Applications for Withdrawal to be filed with your office along with the requisite \$35 filing fee.

Immediately following the merger, Janus Acquisition changed its name to Janus Hotels and Resorts, Inc. and now wishes to qualify to transact business in Florida. As such, I have enclosed two originally executed Applications to Transact Business in Florida to be filed with your office. Also enclosed is the requisite \$70 filing fee and a certified copy of the Certificate of Incorporation of Janus Hotels and Resorts, Inc.

Finally, I have provided an additional copy of each enclosed Application. I kindly request that you please date-stamp each additional copy upon receipt and return them to me in the self-addressed stamped envelope.

Please do not hesitate to call if you should have any questions or need additional information.

Sincerely,



Robert A. Lucas

RAL/mb
Enclosures

**DINSMORE
& SHOHL LLP**
Attorneys at Law

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Cincinnati, Ohio 45202-4720
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Robert A. Lucas
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June 10, 2004

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Diane Cushing

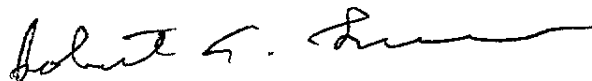
Re: Janus Hotels and Resorts, Inc.

Dear Diane:

As per your request, I am returning your letter along with a Certificate of Good Standing from Delaware evidencing the corporate existence of Janus Hotels and Resorts, Inc.

Please do not hesitate to contact me if you should have any questions regarding the enclosed.

Sincerely,



Robert A. Lucas

RAL/mb
Enclosure

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Janus Hotels and Resorts, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Eric L. Glazer, Esq.
(Name of Person)
Janus Hotels and Resorts, Inc.
(Firm/Company)
2300 Corporate Blvd. NW #232
(Address)
Boca Raton, FL 33431
(City/State and Zip code)

For further information concerning this matter, please call:

Eric L. Glazer at (561) 997-2325
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 4, 2004

ROBERT A. LUCAS
DINSMORE & SHOHL LLP
255 EAST FIFTH STREET, SUITE 1900
CINCINNATAI, OH 45202-4720

SUBJECT: JANUS HOTELS AND RESORTS, INC.
Ref. Number: W04000021635

We have received your document for JANUS HOTELS AND RESORTS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 904A00038379

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. Janus Hotels and Resorts, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware (State or country under the law of which it is incorporated) 3. 61-1455363 (FEI number, if applicable)

4. July 30, 2003 (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. 2300 Corporate Blvd. NW #232 Boca Raton, FL 33431 (Principal office address)

2300 Corporate Blvd. NW #232 Boca Raton, FL 33431 (Current mailing address)

8. any lawful purpose (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: Eric L. Glazer 2300 Corporate Blvd. NW #232

Office Address: Boca Raton, Florida 33431 (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.

[Signature] (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.

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

FILED 2004 JUN 17 10 53 AM SECRETARY OF STATE TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Louis S. Beck

Address: 2300 Corporate Blvd. NW #232
Boca Raton, FL 33431

Vice Chairman: Harry G. Yeaggy

Address: 8534 E. Kemper Rd.
Cincinnati, OH 45249

Director: Louis S. Beck

Address: 2300 Corporate Blvd NW #232
Boca Raton, FL 33431

Director: Harry G. Yeaggy

Address: 8534 E. Kemper Rd.
Cincinnati, OH 45249

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20th JUN 17 P 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Michael M. Nanosky

Address: 2300 Corporate Blvd. NW #232
Boca Raton, FL 33431

Vice President: Richard Tonges

Address: 8534 E. Kemper Rd.
Cincinnati, OH 45249

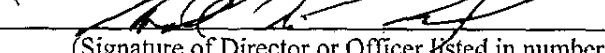
Secretary: Richard Tonges

Address: 8534 E. Kemper Rd., Cincinnati, OH 45249

Treasurer: Richard Tonges

Address: 8534 E. Kemper Rd., Cincinnati, OH 45249

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Michael M. Nanosky, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

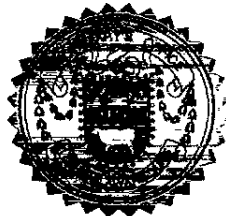
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JANUS HOTELS AND RESORTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JANUS HOTELS AND RESORTS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 2003.

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.

FILED
JUN 17 11:15 AM
SECRETARY OF STATE
TALAHASEE FLOOR



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3159197

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DATE: 06-08-04