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FOREIGN PROFIT QUALIFICATION

Fleetwood Vacation Club, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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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. Fleetwood Vacation Club, 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 3. 20-1819604
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/25/04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 03/01/05
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2150 West 18th Street, #300, Houston, TX 77008
(Principal office address)

PO Box 7638 Riverside, CA 92513
(Current mailing address)

8. profit enterprise derived from timesharing of recreational vehicles
(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 NOT acceptable)

Name: C T 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.

C T Corporation System

By: Howard L. Volz
(Registered agent's signature)

Howard L. Volz
Asst. 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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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 Director or Officer listed in number 12 of the application)

14. Forrest D. Theobald, Sr. Vice President
(Typed or printed name and capacity of person signing application)

FILED
MAY 14 1987
A-101-187
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9-38

Fleetwood Vacation Club, Inc. attachment

Officers and Directors List

Michael Puntoriero	President	3125 Myers Street Riverside, CA 92503
Boyd R Plowman	Exec. VP- CFO & Asst. sec.	3125 Myers Street Riverside, CA 92503
Christopher J Braun	Exec. VP	3125 Myers Street Riverside, CA 92503
Forrest D Theobald	Sr. VP, General Counsel & Secretary	3125 Myers Street Riverside, CA 92503
Lyle N. Larkin	VP, Treasurer & Asst. Secretary	3125 Myers Street Riverside, CA 92503
Leonard J. McGill	Asst. Secretary	3125 Myers Street Riverside, CA 92503
Directors:		
Edward B Caudill		3125 Myers Street Riverside, CA 92503
Boyd. R Plowman		3125 Myers Street Riverside, CA 92503

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Forrest D Theobald

Lyle N Larkin

3125 Myers Street
Riverside, CA 92503

3125 Myers Street
Riverside, CA 92503

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8

Delaware

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The First State

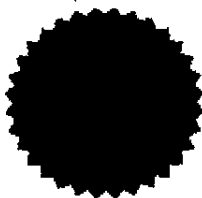
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLEETWOOD VACATION CLUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLEETWOOD VACATION CLUB, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

2004 DEC 27 10 38

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3578476

DATE: 12-27-04