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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-01/03/95--01032--LON
*****70.00 *****70.00

SUBJECT: 1036996 ONTARIO LTD., 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:

FRANK GIULIANI
(Name of Person)
WORLDWIDE RESORTS NETWORK
(Firm/Company)
216 CHRISLEA Rd suite #202
(Address)
WOODBRIIDGE ONTARIO L4L-8S5
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

FRANK GIULIANI at (905) 856-1886
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. 1036996 ONTARIO LTD. 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. ONTARIO, CANADA
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. JULY 12 1993
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 216 CHRISLEA Rd. # suite # 202
WOODBRIDGE, ONTARIO (L4L-8S5)
(Current mailing address)
8. HOLDING COMPANY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)


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9. Name and street address of Florida registered agent:

Name: CHASTANG, FERRELL SIMS AND EISERMAN
Office Address: 1400 WEST FAIRBANK AVE.
WINTER PARK, ORLANDO, Florida, 32789
(Zip Code)
ATT: RICHARD HAYES

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.


(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ANTHONY ADESI

Address: 38 BURGOSA CRT.

WOODBRIDGE, ONTARIO L4L-5C3

Vice President: _____

Address: _____

Secretary: FRANK GIULIANI

Address: 617 WYCLIFFE AVE.

WOODBRIDGE, ONTARIO L4L-8S8

Treasurer: _____

Address: _____

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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.

FRANK GIULIANI / SECRETARY
(Typed or printed name and capacity of person signing application)



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

Business Division
Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

1036996 ONTARIO LTD.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001036996

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

JULY 12 JUILLET, 1993

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

MARCH 09 MARS, 1995

Controller of Records
Contrôleur des dossiers

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