

F00000000935



ACCOUNT NO. : 072100000032

REFERENCE : 594016 4374944

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 18, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 594016-005

CUSTOMER NO: 4374944

CUSTOMER: Sherrie Smith, Legal Asst
Nida & Maloney
800 Anacapa Street

Santa Barbara, CA 93101-2212

FOREIGN FILINGS

NAME: HOLIDAY RV SUPERSTORES, INC.

100003139711--9
-02/18/00--01066--001
*****87.50 *****87.50

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Erika Carlson

RECEIVED
SECRETARY OF STATE
DIVISION OF OPERATIONS
00 FEB 18 PM 4:21

RECEIVED
00 FEB 18 PM 12:58
DIVISION OF STATE
FIDELITY INVESTMENT

NYC
2/18/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 18, 2000

ERIKA CARLSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HOLIDAY RV SUPERSTORES, INC.
Ref. Number: W00000004610

RECEIVED

PLEASE GIVE TO THE

SECRETARY OF STATE

RECEIVED
DIVISION OF CORPORATIONS
00 FEB 18 PM 4:21

We have received your document for HOLIDAY RV SUPERSTORES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Item 8, it is indicated that this corporation is a "successor by merger to Holiday RV Superstores, Incorporated, a Florida corporation."

But when we looked up the Florida corporation on our data base -- see attached -- no such merger was recorded.

If this corporation is intended to be a successor by merger to a Florida corporation with the same name, then you would normally file the MERGER FIRST, and then QUALIFY the Delaware corporation immediately afterward. That way the Delaware corporation could qualify UNDER ITS OWN NAME and not have to qualify under an ALTERNATE NAME.

Please note that we have RETAINED the \$87.50 payment sent with this filing.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 300A00008926

RECEIVED
00 FEB 21 PM 12:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MINUTES OF MEETING OF BOARD OF DIRECTORS

OF

HOLIDAY RV SUPERSTORES, INC.,
a Delaware corporation

February 17, 2000

FILED
CLERK OF STATE
CORPORATIONS
00 FEB 18 PM 4:21

A meeting of the Board of Directors (the "Board") of Holiday RV Superstores, Inc. (the "Corporation") was held at 10:00 a.m. on February 10, 2000 at 7851 Greenbriar Parkway, Orlando, Florida, 32819. Advance notice of the meeting had been given to each Director.

Present in person or by telephone conference call were all Directors.

APPROVAL OF RECREATION USA, INC. AS THE ALTERNATE NAME IN FLORIDA

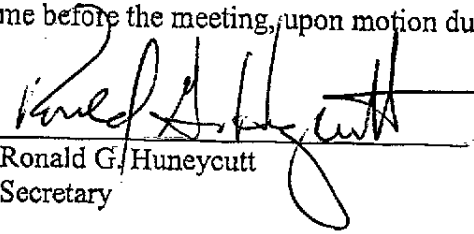
The first order of business to come before the meeting was the approval of using Recreation USA, Inc. as the alternate name to use in Florida to accommodate the Corporation's qualification to do business as a foreign corporation in Florida.

After discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the alternate name "Recreation USA, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

RESOLVED FURTHER, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.


Ronald G. Huneycutt
Secretary

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.

00 FEB 18 PM 4:21
FLORIDA DEPARTMENT OF STATE
CORPORATIONS

1. Holiday RV Superstores, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 19, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 21, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7851 Greenbriar Parkway, Orlando, Florida 32819
(Current mailing address)
8. Sales of RV's and Boats
(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
(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.

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
as its agent

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Michael S. Riley

Address: 7851 Greenbriar Parkway, Orlando, Florida 32819

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Michael S. Riley

Address: 7851 Greenbriar Parkway, Orlando, Florida 32819

Vice President: _____

Address: _____

Secretary: Ronald G. Huneycutt

Address: 7851 Greenbriar Parkway, Orlando, Florida 32819

CFO/
Treasurer: Ronald G. Huneycutt

Address: 7851 Greenbriar Parkway, Orlando, Florida 32819

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

X 13.

Ronald G. Huneycutt, President, CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald G. Huneycutt, Secretary and Chief Financial Officer

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

00 FEB 18 PM 4:21
CLERK OF COURTS
CORPORATIONS

State of Delaware
Office of the Secretary of State


PAGE 1

FILED
STATE
SECRETARY OF
00 FEB 18 PM 4:21

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLIDAY RV SUPERSTORES, 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 FEBRUARY, A.D. 2000.

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





Edward J. Freel, Secretary of State

3107175 8300

AUTHENTICATION:

0260968

001078122

DATE:

02-16-00