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OF COUNSEL:
CHARLES "CHUCK" H. WEBB
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March 15, 2000

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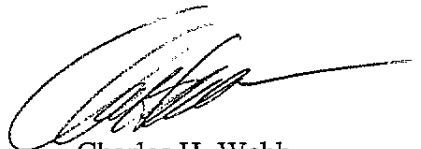
Corporations Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Application for Foreign Corporation Qualification, Vacation Choices, Inc.

Dear Sirs:

Please find attached the initial filing documents and filing fee for the above Pennsylvania Corporation. Please contact the undersigned if you have questions or comments.

Sincerely Yours,



Charles H. Webb

FILED
00 APR 18 AM 9:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name	alaska
Availability	dcc
Document Examiner	dcc
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

"A REAL ESTATE, WILLS/TRUSTS, COMMERCIAL LITIGATION AND BUSINESS LAW GROUP"

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6 pages

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April 12, 2000

Corporations Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

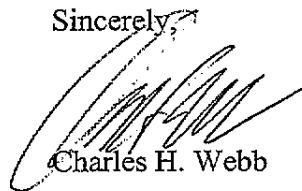
Re: *Vacation Choices Inc./Registration of a Foreign Corporation*

Dear Sir/Madam:

Please find enclosed the Certificate of Good Standing from the Commonwealth of Pennsylvania for *Vacation Choices, Inc.* This certificate should resolve all questions that you had.

Please contact me should you have any additional questions concerning this matter.

Sincerely,



Charles H. Webb

CHW:g
enclosure
cc: Ivan Krouk



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

CHARLES H. WEBB
BARNES WALKER CHARTERED
3119 MANATEE AVENUE WEST
BRADENTON, FL 34205

SUBJECT: VACATION CHOICES, INC.
Ref. Number: W00000007799

We have received your document for VACATION CHOICES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, 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.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 000A00016151

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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. VACATION CHOICES, 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. Pennsylvania 3. 23-3030166
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 31, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1109 Coventry Avenue Cheltenham Pa. 19012
(Current mailing address)
8. Timeshare Purchases and sales
(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: Charles H. Webb, Esquire
Office Address: 3119 Manatee Ave. West
Bradenton, Florida, 34205
(Zip code)

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00 APR 18 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Thomas J. Kleinman 1760 Market Street Phila Pa. 19103
Ivan J. Krouk 1760 Market Street Phila Pa. 19103

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

Chairman: IVAN J. KROUK
Address: 1760 Market Street Philadelphia Pa. 19103

Vice Chairman: _____
Address: _____

Director: THOMAS J. KLEINMAN
Address: 1760 Market Street Philadelphia Pa. 19103

Director: IVAN J. KROUK
Address: 1760 Market Street Philadelphia Pa. 19103

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

President: Thomas J. Kleinman
Address: 1760 Market Street
Philadelphia Pa. 19103

Vice President: Ivan J. Krouk
Address: 1760 Market Street
Philadelphia Pa. 19103

Secretary: Thomas J. Kleinman
Address: 1760 Market Street
Philadelphia Pa. 19103

Treasurer: Thomas J. Kleinman
Address: 1760 Market Street
Philadelphia Pa. 19103

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

13. *Ivan J. Krouk*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. IVAN J. KROUK CHAIRMAN
(Typed or printed name and capacity of person signing application)

FILED
00 APR 18 AM 9:30
RECEIVED OFFICE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 07, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

VACATION CHOICES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

JSOW

FILED
00 APR 18 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA