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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT:

Resort Properties, 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:

Theresa M. Bender

(Name of Person)

200003248532--6

-05/11/00--01071--002

*****70.00 *****70.00

Theresa M. Bender, P.A.

(Firm/Company)

P.O. Box 855

(Address)

Tallahassee, FL 32302-0855

(City/State/Zip)

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

Theresa M. Bender

(Name of Person)

at (850) 894-2151

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

Will Wait

3/2 5/11

00 MAY 11 AM 10:27
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 11 PM 12:40

RECEIVED

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
DIVISION OF CORPORATIONS
00 MAY 11 AM 10:27

I, the undersigned Quinn Pace, do hereby certify
(Name)

that this Resolution of the Board of Directors of Resort Properties, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Washington,

* was duly adopted on May 25, 2000.

Be it resolved, that Resort Properties Inc.
(Corporate Name)

organized and existing in the State of Washington, hereby adopts the name

* Resort Properties Sales, Inc. for use in Florida.

Dated: 5-25-00

* Quinn Pace
Signature of either Chairman, Vice Chairman or any officer

Quinn Pace
Type or print Name

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. Resort Properties, 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. Washington 3. 91-1891857
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 3, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Resort Properties, Inc.
10309 116th Ave. N.E. Kirkland, WA 98033
(Current mailing address)

8. To conduct business
(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: Theresa M. Bender, P.A.
Office Address: 8117 Holly Ridge Trail
Tallahassee, Florida, 32312
(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.

Theresa M. Bender
(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.

See Attachment

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED
DIVISION OF CORPORATIONS
00 MAY 11 AM 10:27

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

Chairman: Marcus Talley

Address: 10309 116 Ave N.E. Kirkland, WA 98033

Vice Chairman: Quinn Pace

Address: 70 Myrtle Beach

Henderson, NV 89014

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Marcus Talley

Address: 10309 116th Ave N.E.

Kirkland, WA 98033

Vice President: Quinn Pace

Address: 70 Myrtle Beach

Henderson, NV 89014

Secretary: Quinn Pace

Address: 70 Myrtle Beach

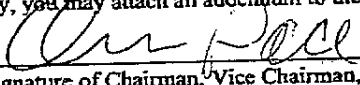
Henderson, NV 89014

Treasurer: Marcus Talley

Address: 10309 116th Ave. N.E.

Kirkland, WA 98033

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

STATE of WASHINGTON



SECRETARY of STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 10:27

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

RESORT PROPERTIES, INC.

I FURTHER CERTIFY that the records on file in this office show that the

above named profit corporation was formed under the laws of the

State of Washington and was issued a Certificate of Incorporation

in Washington on April 3, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

have been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: May 1, 2000

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


S. GLENN
Ralph Munro, Secretary of State