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Florida Department of State

Division of Corporations

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To:

**Division of Corporations
Fax Number : (850) 922-4003**

From: Nery C. Toledo, Legal Assistant

**Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095**

FOREIGN PROFIT QUALIFICATION

BOCA RESORT GROUP MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
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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. BOCA RESORT GROUP MANAGEMENT, 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. State of Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. June 25, 1999

(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 817.155, F.S.)

7. 501 East Camino Real, Boca Raton, Florida 33431

(Current mailing address)

8. To engage in any lawful act or activity

(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: American Information Services, Inc.

Office Address: One S.E. Third Avenue, 28th Floor

Miami

Florida, 33131

(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.

Dery C. Toledo, Asst. Sec.
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William M. Pierce

Address: 501 E. Camino Real, Boca Raton, Florida 33431

Director: _____

Address: _____

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

President: Richard C. Rochon

Address: 450 East Las Olas Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Vice President: William M. Pierce

Address: 501 E. Camino Real, Boca Raton, Florida 33431

Secretary: Richard L. Handley

Address: 450 East Las Olas Boulevard, Suite 1400, Fort Lauderdale, FL 33301

Treasurer: Steven M. Dauria

Address: 501 E. Camino Real, Boca Raton, Florida 33431

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. William M. Pierce, Vice President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOCA RESORT GROUP MANAGEMENT, 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 FIFTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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DELAWARE, FLORIDA

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0539345
DATE: 07-05-00