



UCC FILING & SEARCH SERVICES, INC.
 5 East Park Avenue
 Tallahassee, Florida 32301
 (904) 671-6222

F00000005013

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 UCC FILING & SEARCH SERVICES
 OFFICE USE ONLY

811571/70.00-U
 September 6, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

MagicStay, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Certificate of Fictitious Name
-

FILED
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 00 SEP -6 PM 4:34

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/29/6
 RECEIVED
 00 SEP -6 PM 2:54
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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.

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1. MagicStay, 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
(State or country under the law of which it is incorporated)
3. 59-3656046
(FEI number, if applicable)
4. June 27, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 27, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635
(Current mailing address)

8. E-commerce
(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: NRAI Services, Inc.

Office Address: 526 East Park Avenue
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.

Joey D. Lewis, assistant secretary
(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)

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

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Kenneth A. Kelly

Address: 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635

Director: Justin L. Bergner

Address: 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635

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

President: Kenneth A. Kelly

Address: 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635

Vice President: None

Address: _____

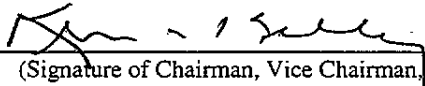
Secretary: Justin L. Bergner

Address: 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635

Treasurer: Kenneth A. Kelly

Address: 11266 West Hillsborough Avenue, #171, Tampa, Florida 33635

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. Kenneth A. Kelly, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 SEP -6 PM 1:31

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE DELAWARE, DO HEREBY CERTIFY "MAGICSTAY, 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 FIRST DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAGICSTAY, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0653943

DATE: 09-01-00