

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

F00000005644

CONTACT:

CINDY HICKS

DATE:

10-06-00

REF. #:

0262. 13332

CORP. NAME:

Affinity International
Travel Systems, Inc.

000003417170--2
-10/06/00--01099--011
***1220.00 ***1220.00

- | | | |
|-----------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
OCT -6 AM 10:52
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

STATE FEES PREPAID WITH CHECK# 1262 FOR \$ 1200

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

LEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|--------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN TAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CF 70.00
ADM 1,150.00

NEW
10/6 FILE
PATE

3K
10/10

RECEIVED
OCT -6 AM 10:22
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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. Affinity International Travel Systems, 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. Nevada 3. 86-0885559
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 16, 1977 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. December 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)
7. 3230 E. Flamingo Road, Suite 156
Las Vegas, NV 89121
(Current mailing address)
8. transact 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: Daniel Brandano
- Office Address: 100 Second Avenue South
St. Petersburg, Florida, 33701
(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.

X [Signature]

(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: Daniel Brandano

Address: 100 Second Avenue South
St. Petersburg, FL 33701

Vice Chairman:

Address:

Director: Joan Brandano

Address: 100 Second Avenue South
St. Petersburg, FL 33701

Director: John Vahl

Address: 100 Second Avenue South
St. Petersburg, FL 33701

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

President: Daniel Brandano

Address: 100 Second Avenue South
St. Petersburg, FL 33701

Vice President:

Address:

Secretary: Joan Brandano

Address: 100 Second Avenue South
St. Petersburg, FL 33701

Treasurer: Gerard Lamontagne

Address: 100 Second Avenue South
St. Petersburg, FL 33701

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

13. X 16
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel Brandano, Chairman/President
(Typed or printed name and capacity of person signing application)

00 OCT -6
TALLAHASSEE, FLORIDA
FILED
MM 10:52

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
OCT -6 AM 10:52
SECRETARY OF STATE
TAMMASEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, AFFINITY INTERNATIONAL TRAVEL SYSTEMS, INC. as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 16, 1977 and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 9, 2000.

Dean Heller

Secretary of State

By

Annette Nye

Certification Clerk