



THE UNITED STATES
CORPORATION
COMPANY

F01000001490

ACCOUNT NO. : 072100000032

REFERENCE : 081194 4144A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigute

FILED
01 MAR 20 PM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2001

ORDER TIME : 10:03 AM

ORDER NO. : 081194-010

500003888065--9

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight LLP
Suite 3000
701 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: ADVENTURE CENTER, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

nm *3/20*

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01 MAR 20 AM 10:41
DIVISION OF CORPORATION

**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. Adventure Center, 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. California

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

3. 94-2610443

(FEI number, if applicable)

4. September 27, 1979

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 80 S.W. 8th Street, Suite 2601

Miami, Florida 33130

(Current mailing address)

8. Tour Operator

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: 

BRIAN COURTNEY, ASST. V.P.

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Barry S. Kaplan, Executive Vice President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIDER
OFFICERS/DIRECTORS
OF
ADVENTURE CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

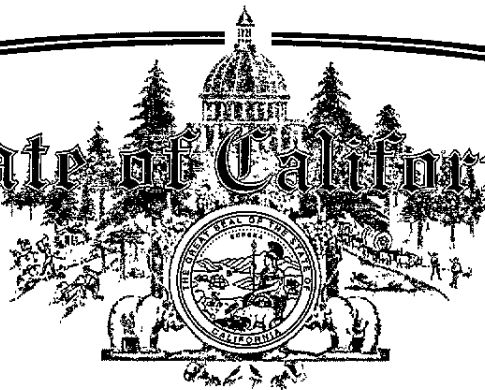
President and Chairman: Phil Bakes
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

Executive Vice President,
Assistant Secretary and
Director: Barry S. Kaplan
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130 .

Executive Vice President,
Secretary, Treasurer and
Director: Andrew C. McKey
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

Chief Financial Officer: Craig Toll
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE-FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **27th day of September, 1979, ADVENTURE CENTER, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 19, 2001.



Bill Jones
BILL JONES
Secretary of State

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