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ACCOUNT NO. : 072100000032

REFERENCE : 145465 7289906

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 23, 2001

ORDER TIME : 11:36 AM

ORDER NO. : 145465-005

CUSTOMER NO: 7289906

CUSTOMER: George Scarborough, President
The Scarborough Group Of
5480 Wisconsin Avenue
Suite 804
Chevy Chase, MD 20815

01 OCT 23 PM 3:38
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

01 OCT 23 PM 12:17
RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

BK

FOREIGN FILINGS

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-10/23/01-01052-022
*****87.50 *****87.50

NAME: THE SCARBOROUGH GROUP OF
COMPANIES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

**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. The Scarborough Group of Companies Corporation
(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. Maryland - USA 3. 59-1994306
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-10-01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4800 Hampden Lane, 12th floor Bethesda, MD 20814
(Principal office address)
5480 Wisconsin Ave # 804 Chevy Chase, MD 20815
(Current mailing address)
8. To Purchase own and manage Real Estate operate Cruise ships + yacht
(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
1201 Hays Street
Office Address: _____
Tallahassee, _____, Florida 32301
(City) (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.


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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: George Scarborough

Address: 5480 Wisconsin Avenue #804
Cherry Chase, MD 20815

Vice Chairman: _____

Address: _____

Director: Jeanette Burkhardt

Address: 5188 Woodland Lakes Drive #137
Palm Beach Gardens, Florida 33418

Director: _____

Address: _____

B. OFFICERS

President: George Scarborough

Address: 5480 Wisconsin Ave #804
Cherry Chase, MD 20815

Vice President: George Scarborough II

Address: 9102 Alcorn, Lehigh, MD 20875

Secretary: Jeanette Burkhardt

Address: 5188 Woodland Lakes Drive #137 Palm Beach Gardens, FL 33418

Treasurer: George Scarborough

Address: 5480 Wisconsin Ave #804 Cherry Chase, MD 20815

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

13. George Scarborough

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

14. George Scarborough

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

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TALLAHASSEE, FLORIDA

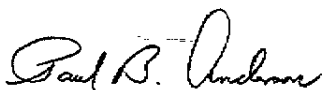
STATE OF MARYLAND
Department of Assessments and Taxation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT THE SCARBOROUGH GROUP OF COMPANIES CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 22, 2001.



Paul B. Anderson
Charter Division

