

FO2000000090^{RIA2}

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Resort Meetings Consortium Inc.
(Name of corporation - must include suffix)

400004531024--6
-08/13/01--01112--015
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jerome Janove

(Name of Person)

Resort Meeting Consortium Inc.

(Firm/Company)

8815 Conroy-Windemere Rd., #352

(Address)

Orlando, FL 32835

(City/State/Zip)

FILED
02 JAN - 7 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Mary Beth Lee

(Name of Person)

at 215-979-1644

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:



\$70.00 Filing Fee



\$78.75 Filing Fee &
Certificate of Status



\$78.75 Filing Fee &
Certified Copy



\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

FO2-90
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 17, 2001

JEROME JANOVA
8815 CONROY WINDEMERE ROAD #352
ORLANDO, FL 32835

SUBJECT: RESORT MEETINGS CONSORTIUM INC.
Ref. Number: W01000019067

We have received your document for RESORT MEETINGS CONSORTIUM INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Only one person can be listed as registered agent.,

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 701A00047126

SECRETARY OF STATE
ALLAN ROSS
FLORIDA

02 JAN - 7 AM 9:41

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 12, 2001

JEROME JANOVA
8815 CONROY WINDEMERE ROAD #352
ORLANDO, FL 32835

SUBJECT: RESORT MEETINGS CONSORTIUM INC.
Ref. Number: W01000019067

We have received your document for RESORT MEETINGS CONSORTIUM INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 101A00051229

DUANE MORRIS

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BANGOR

DIRECT DIAL: 215.979-1624

www.duanemorris.com

January 2, 2002

Tammy Kline
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

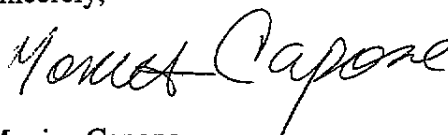
Re: **RESORT MEETING CONSORTIUM**
CERTIFICATE OF GOOD STANDING

Dear Tammy Kline:

Pursuant to your request, enclosed please find a Good Standing Certificate from the State of New Jersey for Resort Meeting Consortium, Inc.

Should you have any questions, please do not hesitate to call me.

Sincerely,



Monica Capone

Tax Accounting Department

MC:mc
Encl.
PH11912438.1

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SECRETARY OF STATE
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.

1. Resort Meetings Consortium 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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-3459449
(FEI number, if applicable)
4. July 17, 1996
(Date of incorporation)
5. "Perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8815 Conroy-Windemere Road #352
Orlando, FL 32835
(Current mailing address)
8. Meeting Planning
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Debra Jacobs
Office Address: 8815 Conroy-Windemere Road #352
Orlando, Florida, 32835
(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.

Debra Jacobs - Janove
(Registered agent's signature)

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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Debra E. Jacobs-JanoveAddress: 4820 Kensington Park Blvd.
Orlando, FL 32819Vice President: Jerome D. JanoveAddress: 4820 Kensington Park Blvd.
Orlando, FL 32819Secretary: Debra E. Jacobs-JanoveAddress: 4820 Kensington Park Blvd.
Orlando, FL 32819Treasurer: JEMM JANOVEAddress: _____
_____02 JAN - 7 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Debra E Jacobs-Janove
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Debra E. Jacobs-Janove - President
(Typed or printed name and capacity of person signing application)

*STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING*

RESORT MEETINGS CONSORTIUM, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on July 17, 1996.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

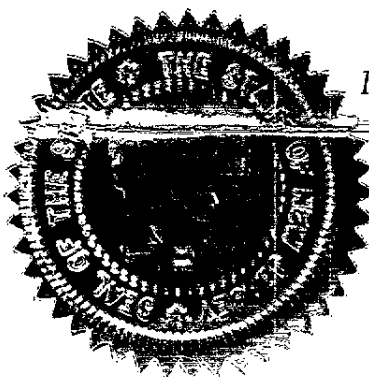
*I further certify that the registered agent and
registered office are:*

*Jerry Janove
100 Springdale Rd
A3 Sute 205
Cherry Hill, NJ 08003*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

RESORT MEETINGS CONSORTIUM, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of December, 2001

A handwritten signature in cursive script, reading "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer