

F02000001372

manatt  
manatt, phelps & phillips, llc

Jeffrey J. Lokey  
Manatt, Phelps & Phillips, LLC  
Directorial: (650) 812-1365  
E-mail: jlokey@manatt.com

March 4, 2002

Client-Matter: 23704.001

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: American Vacation Resorts, Inc.  
Application by Foreign Corporation to Transact Business in Florida

Dear Sir or Madam:

F02-7372

400005043274--5  
-03/05/02--01027--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed please find the following documents:

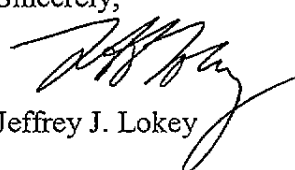
1. Completed FL Transmittal Letter;
2. Original executed copy of Application by Foreign Corporation For Authorization To Transact Business In Florida;
3. Original certified copy of American Vacation Resorts, Inc.'s Delaware Certificate of Incorporation.
4. Check payable to the Registration Section Division of Corporations in the amount of \$87.50 for the filing fee, Certificate of Status and Certified Copy.

WLC  
4/20

Please do not hesitate to call should have any questions regarding the above or the enclosed documents. Thank you very much for your attention to this matter.

Sincerely,

Jeffrey J. Lokey



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57  
W02-6

JJL:jjl  
Enclosures

cc: Barrie Berman, Esq. w/o encl.

20060375.1

7/1

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** American Vacation Resorts, Inc.  
(Name of corporation - must include suffix)

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:

Barrie D. Berman, Esq.  
(Name of Person)

Manatt, Phelps & Phillips, LLP  
(Firm/Company)

1301 M. Street, N.W., Suite 700  
(Address)

Washington, D.C. 20005-1702  
(City/State and Zip code)

For further information concerning this matter, please call:

Barrie D. Berman, Esq. at ( 202 ) 463-4300  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 8, 2002

JEFFREY J. LOKEY  
MANATT, PHELPS & PHILLIPS, LLP  
1001 PAGE MILL ROAD, BUILDING 2  
PALO ALTO, CA 94304-1006

SUBJECT: AMERICAN VACATION RESORTS, INC.  
Ref. Number: W02000006566

We have received your document for AMERICAN VACATION RESORTS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return 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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 202A00014084

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57

**manatt**  
manatt | phelps | phillips

**Jeffrey J. Lokey**  
Manatt, Phelps & Phillips, LLP  
Direct Dial: (650) 812-1385  
E-mail: jlokey@manatt.com

March 19, 2002

Client-Matter: 23704.001

**BY FEDERAL EXPRESS**

Mr. Lee Rivers, Document Specialist  
Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: American Vacation Resorts, Inc.**  
**Your Ref. Number: W02000006566**

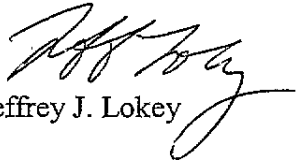
Dear Mr. Rivers,

It was a pleasure speaking with you this morning. As requested, enclosed please find an original Certificate of Good Standing for American Vacation Resorts, Inc. issued yesterday by the Delaware Secretary of State. For your convenience, I have also enclosed a copy of your letter requesting same.

Please let me know if you require any further information for completing American Vacation Resorts, Inc.'s request for qualification to do business within Florida.

Thank you very much for your attention to this matter.

Sincerely yours,

  
Jeffrey J. Lokey

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 20 PM 2:57

JJL:jjl  
Enclosure

20061236.1

# 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. Americap Vacation Resorts, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 15, 2002 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 25, 2002, upon merger with Florida corporation  
(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. 17757 U.S. Highway 19 North, Suite 400, Clearwater, FL 34624  
(Principal office address)  
  
\_\_\_\_\_  
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized  
(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: Malcolm J. Wright  
  
Office Address: 17757 U.S. Highway 19 North, Suite 400  
  
Clearwater , Florida 34624  
(City) (Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57

## 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.*

\_\_\_\_\_  
(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: Malcolm J. WrightAddress: 17757 U.S. Highway 19 North, Suite 400Clearwater, FL 34624Director: Kathleen Cormier - same address as above.

Address: \_\_\_\_\_

Director: Marianne Myers - same address as above.

Address: \_\_\_\_\_

Director: Frederick W. Pauzar - same address as above.

Address: \_\_\_\_\_

Director: Andrew Bolnick - same address as above.

## B. OFFICERS

President: Malcolm J. Wright - same address as above.

Address: \_\_\_\_\_

Chief Operating Officer: Marianne Myers - same address as above.

Address: \_\_\_\_\_

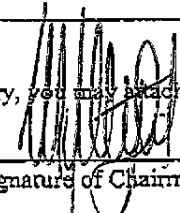
CFO & Secretary: Kathleen Cormier - same address as above.

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Malcolm J. Wright

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

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57

# Delaware

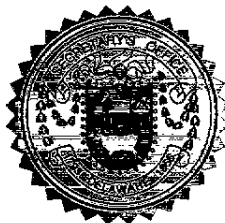
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN VACATION RESORTS, 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 EIGHTEENTH DAY OF MARCH, A.D. 2002.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 20 PM 2:57



3480489 8300

020177190

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1672026

DATE: 03-18-02