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DIVISION OF CORPORATIONS



ACCOUNT NO. : 072100000032

REFERENCE : 852140 7220317

AUTHORIZATION *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : December 12, 2002

ORDER TIME : 12:08 PM

ORDER NO. : 852140-005

CUSTOMER NO: 7220317

CUSTOMER: Frank Ferrante, Esq
Ferrante, Pllc - Law Offices
425 Park Avenue
27th Floor
New York, NY 10022-2032

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FOREIGN FILINGS

NAME: THE INN CLASSIC RESORT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

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 Inn Classic Resort, 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 York
(State or country under the law of which it is incorporated)
3. 13-4164426
(FEI number, if applicable)
4. February 26, 2001
(Date of incorporation)
5. Perpetual
(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.)
c/o Ferrante, PLLC, 425 Park Ave., 27th Floor
7. New York, NY 10022-2032
(Principal office address)

(Current mailing address)
8. To engage in any 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: Corporation Service Company
Office Address: 1201 Rays Street
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.

Corporation Service Company

By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap
Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

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. Frank Ferrante, Secretary

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

RIDER

12. Names and business addresses of officers and/or directors:

A. Directors:

Edi Gay, Sole Director
c/o Ferrante, PLLC
425 Park Avenue, 27th Floor
New York, NY 10022

B. Officers:

Edi Gay, President
(See address above)

Frank Ferrante, Secretary
425 Park Avenue, 27th Floor
New York, NY 10022

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of THE INN CLASSIC RESORT, INC. was filed on 02/26/2001, under the name of THE INN GOTHIC CLASSIC RESORT, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment THE INN GOTHIC CLASSIC RESORT, INC., changing its name to THE INN CLASSIC RESORT, INC., was filed 05/07/2001.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of December
two thousand and two.

A handwritten signature in black ink, appearing to read "R. A. DeSantis", is written over a horizontal line.

Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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