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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

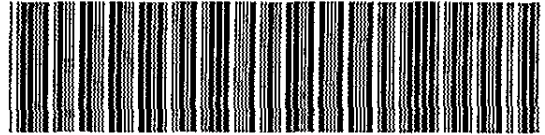
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 FEB 12 AM 9:27
STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Resort Postcards, 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:

Kem W. Swarts

(Name of Person)

Richmond, Neiley & Sprouse, LLC

(Firm/Company)

PO Box 280

(Address)

Frisco, CO 80443

(City/State and Zip code)

For further information concerning this matter, please call:

Kem W. Swarts

(Name of Person)

at (970) 668-0176

(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:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|---|---|---|

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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 Postcards, 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 natural person or partnership if not so contained in the name at present.)

2. Colorado

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

3. 84-1554531

(FEI number, if applicable)

4. August 7, 2000

(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.)

7. 108 Harris Street, Breckenridge, CO (in this jurisdiction there is no local mail delivery)

(Principal office address)

PO Box 6655, Breckenridge, CO 80424

(Current mailing address)

8. Any and all lawful business

(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: Brett W. Swarts

Office Address: 1025 Nightengale Road

Jacksonville

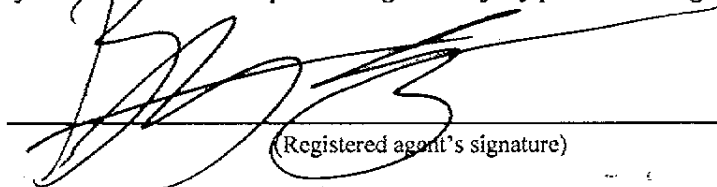
(City)

, Florida 32216

(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.


(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: Frank Modern

Address: 108 Harris Street
Breckenridge, CO 8024

Vice Chairman: n/a

Address: _____

Director: Frank Modern

Address: 108 Harris Street
Breckenridge, CO 80424

Director: Michael Willis

Address: 411 Main Street
Breckenridge, CO 80424

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Frank Modern

Address: 108 Harris Street
Breckenridge, CO 80424

Vice President: Michael Willis

Address: 411 Main Street
Breckenridge, CO 80424

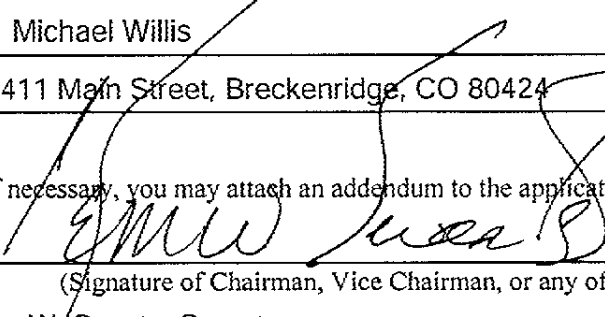
Secretary: Kem W. Swarts

Address: 620 Main Street, Frisco, CO 80443

Treasurer: Michael Willis

Address: 411 Main Street, Breckenridge, CO 80424

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

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

14. Kem W. Swarts, Secretary
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

RESORT POSTCARDS, INC.
(Colorado CORPORATION)
File # 20001153180

was filed in this office on August 7, 2000 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: January 21, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For Validation:

Certificate ID: 629398

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE