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Division of Corporations

F03 000003335

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY /AZH
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FOREIGN PROFIT QUALIFICATION

GRAND HOTELS & RESORTS INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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JUL -03' 03 (THU) 15:39

P. 002

PAGE 83

(H03000226037 7)

**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. Grand Hotels & Resorts International, 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

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

3. 32-0076497

(FEI number, if applicable)

4. 10/29/97

(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. 30095 Northwestern Highway, Suite 100, Farmington Hills, Michigan 48334

(Principal office address)

30095 Northwestern Highway, Suite 100, Farmington Hills, Michigan

(Current mailing address)

8. Own and operate hotels, and any other acts allowed by corporations
under Florida law.

(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: Carl E. Patrick, P.A.

Office Address: 6823 Old Ranch Road

Sarasota

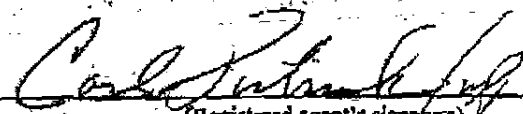
(City)

, Florida 34241

(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.

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3
(H03000226037 7)

PAGE 04

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Hanna Karcho

Address: 30095 Northwestern Highway, Suite 100

Farmington Hills, Michigan 48334

Director: _____

Address: _____

B. OFFICERS

President: Hanna Karcho

Address: 30095 Northwestern Highway, Suite 100

Farmington Hills, Michigan 48334

Vice President: _____

Address: _____

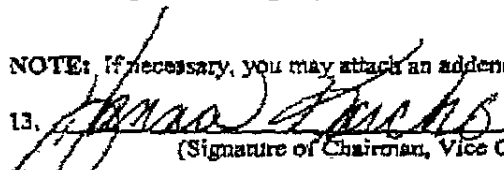
Secretary: Hanna Karcho

Address: 30095 Northwestern Highway, Suite 100, Farmington Hills, Michigan 48334

Treasurer: Hanna Karcho

Address: 30095 Northwestern Highway, Suite 100, Farmington Hills, Michigan 48334

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. Hanna Karcho, President

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

JUL -03' 03 (THU) 15:39

P. 004

PAGE 85
(H03000226037 7)

Delaware

PAGE 1

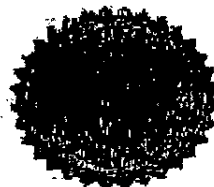
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAND HOTELS & RESORTS INTERNATIONAL, 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 SECOND DAY OF JULY, A.D. 2003.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 JUL -3 PM 4:02

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2507408

DATE: 07-02-03

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