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0681.23601

FOREIGN PROFIT QUALIFICATION

WATERMARK AMERICAS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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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. Watermark Americas, 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. State of Delaware 3. 06-1593199
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. July 28, 2000 5. Perpetual
(Date of incorporation) (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. 8505 Waterford Building, 8505 Blue Lagoon Drive, Miami, FL 33126
(Principal office address)
c/o Watermark Group plc, Belmore Park, Upham, Hampshire, United Kingdom SO32 1HQ
(Current mailing address)
8. Provision of goods and services to the airline and travel industry, and all other lawful business purposes.
(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: NRAI Services, Inc.
Office Address: 528 E. Park Avenue
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.
NRAI Services, Inc.
By Geraldine Miranda-Anast. V.P.
(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Clive William Avon CaulcuttAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQ

Vice Chairman: _____

Address: _____

Director: Crispin Francis QuailAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQDirector: Kevin John PeatAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQ

B. OFFICERS

President: John Clive William Avon CaulcuttAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQ

Vice President: _____

Address: _____

Secretary: Kevin John PeatAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQTreasurer: Kevin John PeatAddress: c/o Watermark Group plc, Belmore Park, Upham, Hampshire SO32 1HQ

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. Kevin J. Peat, Secretary and Treasurer

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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERMARK AMERICAS, 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 TWELFTH DAY OF FEBRUARY, A.D. 2004.

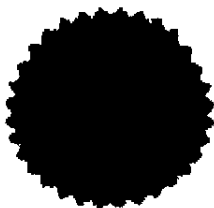
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WATERMARK AMERICAS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2927340

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DATE: 02-12-04