

F07000001234

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FOREIGN PROFIT/NONPROFIT CORPORATION

GDC Grand Bahama Development, Limited

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TALLAHASSEE, FLORIDA

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March 5, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: GDC GRAND BAHAMA DEVELOPMENT, LIMITED-CORP.
REF: W07000010903

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Dale White
Document Specialist

FAX Aud. #: H07000049883
Letter Number: 107A00015533

P.O BOX 6327 - Tallahassee, Florida 32314

**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. GDC Grand Bahama Development, Limited - Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. The Bahamas

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

3. 98-0487043

(FEI number, if applicable)

4. 1-10-05

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing of this qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. First Commercial Centre Bldg, Third Floor, Suite 12, Freeport, Grand Bahama, The Bahamas

(Principal office address)

PO Box F-42503, Freeport, Grand Bahama, The Bahamas

(Current mailing address)

8. any and all lawful business not specifically prohibited to corporations under the laws of the state of Florida

(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 NOT acceptable)

Name: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation, Florida **33324**

(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.

James B. Buttrick
Assistant Secretary


(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Edward R. Ginn III

Address: One Hammock Beach Pkwy
Palm Coast, FL 32137

Vice Chairman: Dean S. Adler

Address: 2929 Arch Street, The Circa Centre
Philadelphia, PA 19104-2868

Director: Ira M. Lubert

Address: 2929 Arch Street, The Circa Centre
Philadelphia, PA 19104-2868

Director: _____

Address: _____

B. OFFICERS

President: Robert F. Masters

Address: One Hammock Beach Parkway
Palm Coast, FL 32137

Vice President: John Gray

Address: First Commercial Centre Building, Suite 12, PO Box 42503
Freeport, Grand Bahamas

Secretary: John Gray

Address: First Commercial Centre Building, Suite 12, PO Box 42503, Freeport Grand Bahamas

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Robert F. Masters -- PRESIDENT

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

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COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
(No. 45 of 2000)

CERTIFICATE OF GOOD STANDING (Section 189)

IBC GRAND BAHAMA DEVELOPMENT, LIMITED

No. 142849 (B)

I, **JOYANN FERGUSON-PRATT, (MRS) ACTG. DEPUTY**, Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (continued) under the provision
of the International Business Companies Act 2000, (No. 45 of 2000) on the 10TH
day of **JANUARY, A.D., 2005** as a Company No. **142849 (B)** of the Register of
International Business Companies.
2. The name of the Company is still on the Register of the International Business
Companies and the Company has paid all fees, licence fees and penalties due and
payable under the provisions of Sections **175**
and **194** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have
not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become
effective
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said
Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal
standing.

Given under my hand and seal at Freeport
in the Commonwealth of The Bahamas
this 2ND day of **FEBRUARY, 2007**


ACTG. DEPUTY REGISTRAR GENERAL

I hereby certify this to be a true
and correct copy of the original


Neville B. Wilchcombe
DEPUTY ATTORNEY GENERAL