

F10000001081

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

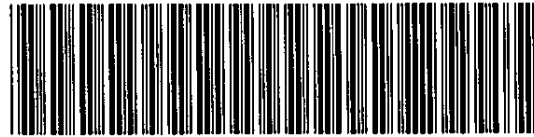
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 MAR -3 AM 11:22

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10 MAR -3 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ef 3/4/10



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

March 3, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7782302 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

All Leisure Holidays Limited Inc (UK)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: _____
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," or "Certificate of Good Standing" 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:

Name of Person

Firm/Company

Address

City/State and Zip code

BGCraig@ssd.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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 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 |
|---|--|---|---|

**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. ALL LEISURE HOLIDAYS LIMITED INC.

(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. England and Wales 3. 68-0679199
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 18, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Lynnem House 1 Victoria Way, Burgess Hill, West Sussex RH15 9NF United Kingdom
(Principal office address)
Lynnem House 1 Victoria Way, Burgess Hill, West Sussex RH15 9NF United Kingdom
(Current mailing address)

8. Tour and cruise operator
(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: C T 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.

By: Madonna Cuddihy C T Corporation System
(Registered agent's signature) **Madonna Cuddihy**
Special Assistant Secretary

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mr. Roger Jeffrey Allard

Address: Lynnem House 1 Victoria Way

Burgess Hill, West Sussex RH15 9NF United Kingdom

Director: Mr. Robert David Bryant

Address: Lynnem House 1 Victoria Way

Burgess Hill, West Sussex RH15 9NF United Kingdom

[See additional directors listed on attached Addendum]

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Mr. Peter Eric Buckley

Address: Little Woodfords Shipley Road Southwater Horsham West Sussex RH13 9BQ, United Kingdom

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. COMPANY SECRETARY PETER ERIC BUCKLEY

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

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

DIRECTOR: Mr. Anthony Dyson
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Mark Andrew Jeffries
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Rosslyn Antony Jobber
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Geoffrey Edward Lawrence
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Guy Stephen Marchant
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Gilbert Alexander Rutter
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Dudley Peter Smith
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. Colin Stone
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

DIRECTOR: Mr. David Alan Wiles
ADDRESS: Lynnem House 1 Victoria Way
Burgess Hill, West Sussex RH15 9NF
United Kingdom

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10 MAR -3 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE COMPANIES ACT 2006

Company No. 2888825

FILED
10 MAR -3 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Registrar of Companies for England and Wales hereby certifies that ALL LEISURE HOLIDAYS LIMITED (originally called ALL LEISURE HOLIDAYS LIMITED changed its name on 18th November 1997 to TALONGROVE TRAVEL LIMITED which was changed on 20th October 2000 to ALL LEISURE HOLIDAYS LIMITED each change having been made by resolution) was incorporated under the Companies Act 1985 as a limited company on 18th January 1994.

The Registrar further certifies that according to the documents on the file of the company:-

- a) ROGER JEFFREY ALLARD, ROBERT DAVID BRYANT, ANTHONY DYSON, MARK ANDREW JEFFRIES, ROSSLYN ANTONY JOBBER, GEOFFREY EDWARD LAWRENCE, GUY STEPHEN MARCHANT, GILBERT ALEXANDER RUTTER, DUDLEY PETER SMITH, COLIN STONE and DAVID ALAN WILES are the directors of the company,
- b) PETER ERIC BUCKLEY is the secretary of the company,
- c) the situation of the registered office is LYNNEM HOUSE, 1 VICTORIA WAY, BURGESS HILL, WEST SUSSEX RH15 9NF,
- d) the issued capital of the company is 50,000 shares of £1 each,
- e) ALL LEISURE GROUP PLC is the shareholder of the company,
- f) the main objects for which the company is established are, inter-alia:- "to carry on business as a general commercial company."

According to the documents on file and in the custody of the Registrar, the company is up to date with its filing requirements and has at least 1 director, who is a natural person over the age of 16.

The company has been in continuous unbroken existence since its incorporation and no action is currently being taken by the Registrar of Companies to strike the company off the register or to dissolve it as defunct. As far as the Registrar is aware, the company is not in liquidation or subject to an administration order, and no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff the 1st February 2010

V M Stephens

V M STEPHENS
for the Registrar of Companies

This certificate records the result of a search of the information registered by the Registrar. This information derives from filings accepted in good faith without verification. For this reason the Registrar cannot guarantee that the information on the register is accurate or complete.



Companies House
— for the record —