

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 120 Tallahassee, FL 32301, (904) 224-8800  
 Mailing Address: P.O. Box 10045 Tallahassee, FL 32300  
 TOLL FREE 1-800-421-0667  
 FAX (904) 224-1212

**F9300000000650**

of \_\_\_\_\_ No. 27067

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Priority \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Job No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**W93000002514**

Name Available	FILE 1st
Document Expiration	
Updated	
Updated	

TAX \_\_\_\_\_  
 FILING \_\_\_\_\_  
 AGENT FEE \_\_\_\_\_  
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REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN Will Pick Up **2.4 1.00**

	C.C. FEE.	DISBURSED
Capital Express <sup>SM</sup>		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies _____		
Courier Ser.		
Shipping/Handling		
Phone ( ) _____		
Top Priority		
Express Mail Prep.		
FAX ( ) _____ pgs. _____		
<b>SUBTOTALS</b>		

**FILED**  
**93 FEB 12 AM 11:09**  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**9000000129549**

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RESORT HOTELS, INC.  
Unanimous Consent of Directors  
in Lieu of Meeting

The undersigned, all of the directors of Resort Hotels, Inc., a Georgia Corporation, consent to and adopt the following resolution, effective on the date set forth below:

The Vice-President of the Corporation, W. Harrison Merrill, is authorized and directed to execute an application for registration of fictitious name with the Florida Division of Corporations, Department of State, in order to properly qualify the corporation to do business in the State of Florida, pursuant to the Florida Business Corporation Act. The fictitious name of the corporation doing business in Florida shall be Resort Hotels of Georgia, Inc.

Dated: February 9, 1993.

W. Harrison Merrill  
Director  
L. M. Felsor  
Director

APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE  
FOLLOWING INFORMATION IS SUBMITTED TO REGISTER A FOREIGN  
CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RESORT HOTELS, INC., a Georgia Corporation.  
(Name of corporation)
2. GEORGIA  
(State or country in which it is incorporated)
3. February 1, 1993 4. Perpetual  
(Date of incorporation) (Duration)
5. 58-2029997  
(Federal Employer Identification number, if applicable)
6. February 4, 1993  
(Date first transacted business in Florida. See Sections  
607.1501, 607.1502, and 817.155, F. S.)
7. 2700 North Atlantic Avenue, Daytona Beach, Florida 32118  
(Current mailing address)
8. General partner of a limited partnership which owns and  
operates a hotel and restaurant in Volusia County, Florida.  
(Brief description of nature of business in which the  
corporation is engaged in Florida)
9. Names and addresses of officers and/or directors:
- Directors:
- Chairman: Fred F. Filsoof
- Address: 340 W. Peachtree St., NW, Suite 200  
Atlanta, Georgia 30308
- Director: W. Harrison Merrill
- Address: 3232 Cobb Parkway, Suite 315  
Atlanta, Georgia 30329

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SECRET  
STATE  
FLORIDA

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

Officers:

President: Fred F. Filsoof  
Address: 340 W. Peachtree St., NW, Suite 200  
Atlanta, Georgia 30308

Vice President: W. Harrison Merrill  
Address: 3232 Cobb Parkway, Suite 315  
Atlanta, Georgia 30329

Secretary: Hugh O. Nowell  
Address: 586 N. Palisandes Circle  
Marietta, Georgia 30067

Treasurer: Fred F. Filsoof  
Address: 340 W. Peachtree St., NW, Suite 200  
Atlanta, Georgia 30308

10. Name and Street address of Florida registered agent:

Name: Capital Connection, Inc.

Office Address: 417 E. Virginia St., Suite 1  
Tallahassee, Florida 32301  
(Zip code)

11. Resigared agent's acceptance:

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Registered Agent's Signature: Barbara Keely

12. Attached is a certificate of existence authenticated by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated. (This Certificate cannot be dated more than 90 days prior to delivery of this application to the Department of State.)

13. *W. Harrison Merrill*  
(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)

14. W. Harrison Merrill, Vice President  
(Name and capacity of person signing application)

FILED  
93 FEB 12 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9302436  
EFFECTIVE DATE: 02/01/1993  
COUNTY : FULTON  
REFERENCE : 0069  
PRINT DATE : 02/01/1993  
FORM NUMBER : 311

MICHAEL R. JOHNSON, SR.  
340 W. PEACHTREE ST, NW, STE 200  
ATLANTA, GEORGIA 30308

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**RESORT HOTELS, INC.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta