F95000001019

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: OCEANS APART VACATION, INC.
(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", 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:

PAUL E. STRACK
(Name of Person)

STRACK NII SPHIKAS KOSINS & JUNG
(Firm/Company)

1357 Kapiolani Blvd., Suite 1440
(Address)

Honolulu, Hawaii 96814
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Paul E. Strack at (808) 947 - 3100 .
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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. OCEANS APART VACATIONS, 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. HAWAII
(State or country under the law of which it is incorporated)

3. 99-0316724
(FEI number, if applicable)

4. December 13, 1994
(Date of incorporation)

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

6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 75-5799 Alii Drive, #B5b
Kailua-Kona, Hawaii 96740
(Current mailing address)

8. Tour and travel business.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: KEVIN A. ZIMAN

Office Address: 117 Lake Emerald Drive, #203

Fort Lauderdale, Florida, 33309
(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.

Kevin A. Ziman
(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.

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

A. DIRECTORS

Chairman: Judith E. Stowell

Address: 75-5799 Alii Drive, #B5b
Kailua-Kona, HI 96740

Vice Chairman: C. Clifford Stowell

Address: 75-5799 Alii Drive, #B5b
Kailua-Kona, HI 96740

Director: Kevin Adam Ziman

Address: 117 Lake Emerald Drive, #203
Ft. Lauderdale, FL 33309

Director: Rose Ficke

Address: 3450 Gates Road
West Bank, B.C. Canada V4T1A2

B. OFFICERS

President: Judith E. Stowell

Address: 75-5799 Alii Drive, #B5b
Kailua-Kona, HI 96740

Vice President: Kevin Adam Ziman

Address: 117 Lake Emerald Drive, #203
Ft. Lauderdale, FL 33309

Secretary: Rose Ficke

Address: 3450 Gates Road
West Bank, B.C. Canada V4T1A2

Treasurer: Judith E. Stowell

Address: 75-5799 Alii Drive, #B5b
Kailua-Kona, HI 96740

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

13. Judith E. Stowell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Judith E. Stowell, President
(Typed or printed name and capacity of person signing application)

State of Hawaii

Department of Commerce and Consumer Affairs

Honolulu

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department

OCEANS APART VACATIONS, INC.

was incorporated under the laws of Hawaii on 12/13/1994 ; that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 02/03/1995

Director of Commerce and Consumer Affairs

By _____
Commissioner of Securities