

F95000001019

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 SPIIKAS 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

(Name of Person)

at (808) 947 - 3100

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
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION 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 3. 99-0316724
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 13, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 75-5799 Alti 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 A111 Drive, #B5b
Kailua-Kona, HI 96740
Vice Chairman: C. Clifford Stowell
Address: 75-5799 A111 Drive, #B5b
Kailua-Kona, HI 96740
Director: Kevin Adam Ziman
Address: 117 Lake Emerald Drive, #203
Ft. Lauderdale, FL 33309
Director: Rosa Ficke
Address: 3450 Gates Road
West Bank, B.C. Canada V4T1A2

B. OFFICERS

President: Judith E. Stowell
Address: 75-5799 A111 Drive, #B5b
Kailua-Kona, HI 96740
Vice President: Kevin Adam Ziman
Address: 117 Lake Emerald Drive, #203
Ft. Lauderdale, FL 33309
Secretary: Rosa Ficke
Address: 3450 Gates Road
West Bank, B.C. Canada V4T1A2
Treasurer: Judith E. Stowell
Address: 75-5799 A111 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

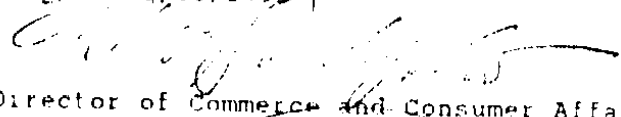
I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department:

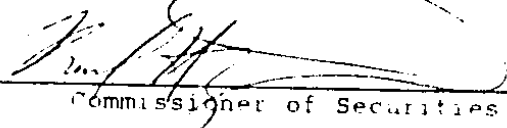
OCEANS APART VACATIONS, INC.

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

STAMP
DIVISION
2000
1/13/97