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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-06/06/95--01015--011
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SUBJECT: KGI PORT ROYAL, INC.
(Name of corporation)

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:

Genevieve Giannoni, Registered Agent
(Name of Person)

Cypress Pointe Resort at Lake Buena Vista
(Firm/Company)

8651 Treasure Cay Lane
(Address)

Orlando, Florida 32836
(City, State and Zip Code)

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

Kelly Drew or Anna DiRocco at (407) 238 - 2800
(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 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. KGI PORT ROYAL, 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. South Carolina 3. 57-0982616
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/28/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 911 Wilshire Blvd., Suite 2150
Los Angeles, CA 90017
(Current mailing address)

8. Promotion/Marketing of Timeshares
(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: Genevieve Giannoni

Office Address: 8651 Treasure Cay Lane

Orlando, Florida, 32836
(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.


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

A. DIRECTORS

Director & Chairman: Osamu Kaneko

Address: 911 Wilshire Blvd., - Suite 2150
Los Angeles, CA 90017

Vice Chairman: _____

Address: _____

Director: Steven C. Kenninger

Address: 911 Wilshire Blvd., Suite 2150
Los Angeles, CA 90017

Director: Thomas M. Smith

Address: 911 Wilshire Blvd., Suite 2150
Los Angeles, CA 90017

B. OFFICERS

President: Steven C. Kenninger

Address: 911 Wilshire Blvd., Suite 2150
Los Angeles, CA 90017

Vice President: Thomas M. Smith

Address: 911 Wilshire Blvd., Suite 2150
Los Angeles, CA 90017

Secretary: same as above


Address: _____

Treasurer: same as above

Address: _____

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Steven C. Kenninger, Director & President
(Typed or printed name and capacity of person signing application)

The State of South Carolina



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Office of Secretary of State Jim Miles Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

KGI PORT ROYAL, INC.,

a corporation duly organized under the laws of the State of South Carolina on **June 28th, 1993**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State at Columbia this 11th day of
May, 1995.

Handwritten signature of David M. Beasley in black ink.

David M. Beasley, Governor

Handwritten signature of Jim Miles in black ink.

Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.