

F95000004425
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-09/01/95--01015--001
*****87.50 *****87.50

SUBJECT: Argosy/Koar Group, Inc., A Domestic Profit Corporation
(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)

W95-17605

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

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DIVISION OF CORPORATIONS
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9/9/95

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. Argosy/Koar Group, Inc., a Domestic Profit Corporation
(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. Georgia
(State or country under the law of which it is incorporated)
3. 95-4487367
(FEI number, if applicable)
4. 03/23/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(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, California 90017
(Current mailing address)
8. Management of Limited Partnership
(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:

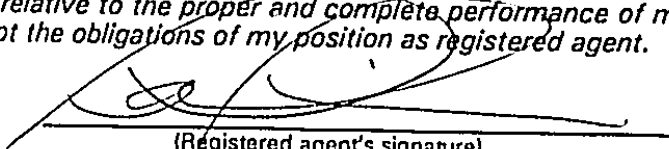
Name: Genevieve Giannoni, Registered Agent

Office Address: Cypress Pointe Resort at Lake Buena Vista

8651 Treasure Cay Lane, Orlando
, Florida, 32830
(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)
Genevieve Giannoni, Registered Agent

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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Osamu Kaneko

Address: 911 Wilshire Blvd., Suite 2150

Los Angeles, California 90017

Vice Chairman: _____

Address: _____

Director: Osamu Kaneko

Address: 911 Wilshire Blvd., Suite 2150

Los Angeles, California 90017

Director: _____

Address: _____

B. OFFICERS

Director & President: Andrew J. Gessow

Address: 2934 Woodside Road

Woodside, California 94062

Executive & Director Vice President: Steven C. Kenninger

Address: 911 Wilshire Blvd., Suite 2150

Los Angeles, California 90017

Treasurer & Secretary: Thomas M. Smith

Address: 911 Wilshire Blvd., Suite 2150

Los Angeles, California 90017

Treasurer: _____

Address: _____

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

13.

Thomas M. Smith

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

14.

THOMAS M. SMITH

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

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Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 952260093
CONTROL NUMBER : 9407326
DATE INC/AUTH/FILED : 03/23/1994
JURISDICTION : GEORGIA
PRINT DATE : 08/14/1995
FORM NUMBER : 0211

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ARGOSY/KOAR GROUP, INC.
KELLY DREW
14335 LAKE BRYAN ROAD
ORLANDO, FL 32821

CERTIFICATE OF EXISTENCE

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

ARGOSY/KOAR GROUP, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE