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F960000003800

ACCOUNT NO. : 072100000032

REFERENCE : 031378 133397A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 031378

CUSTOMER NO: 133397A

500001905425

CUSTOMER: Ms. Anna Dirocco
The Argosy Group, Inc.
12016 Turtle Cay Circle

32836, FL 32821

FOREIGN FILINGS

NAME: SIGNATURE RESORTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

FILED
96 JUL 26 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 JUL 26 PM 11:07
UNIVERSITY OF CORPORATION

32-28



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 2, 1996

UCC FILING & SEARCH SERVICES, INC.

The name **SIGNATURE RESORTS, INC.** has been reserved for 120 days beginning May 2, 1996. The reservation number is R96000002251 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Ruth Leonard

Letter number: 296A00021404

**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. Signature Resorts, 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. Maryland 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 28, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 26, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 12016 Turtle Cay Circle
Orlando, Florida 32836
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the corporations laws of the state of Florida.
(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: 12016 Turtle Cay Circle

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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TALLAHASSEE, FLORIDA

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

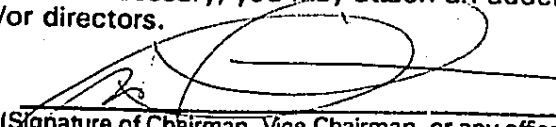
A. DIRECTORS

Chairman: Osamu Kaneko
Address: 911 Wilshire Blvd., Suite 2250
Los Angeles, CA 90017
Vice Chairman: Andrew J. Gessow
Address: 2934 Woodside Road
Woodside CA 94062
Director: Steven Kenninger
Address: 911 Wilshire Blvd., Suite 2250
Los Angeles, CA 90017
Director: _____
Address: _____

B. OFFICERS

President: Andrew J. Gessow
Address: 2934 Woodside Road
Woodside, CA 94062
Vice President: Genevieve Giannoni
Address: 12016 Turtle Cay Circle
Orlando, FL 32836
Secretary: Steven Kenninger
Address: 911 Wilshire Blvd., Suite 2250
Los Angeles, ca 90017
Treasurer: Charles C. Frey
Address: 12016 Turtle Cay Circle
Orlando, FL 32836

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. Genevieve Giannoni, Vice President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

457686

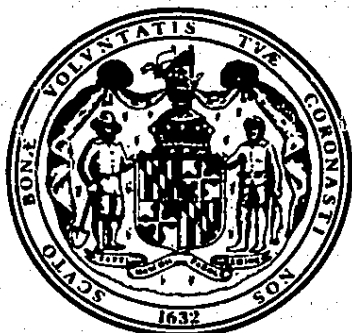
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SIGNATURE RESORTS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 25TH DAY OF JULY, 1996.


BRENDA A. WALKER
ADMIN SPECIALIST II