

F9600003878

TRANSMITTAL SYSTEM

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MED RESORTS INTERNATIONAL, INCORPORATED
(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:

KATHY CORMIER, CONTROLLER
(Name of Person)

MED RESORTS INTERNATIONAL, INC.
(Firm/Company)

17757 U.S. HWY 19 NORTH SUITE 400
(Address)

CLEARWATER, FL 34624
(City/State/Zip)

W96-12782
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***70.00 ***70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

KATHY CORMIER
(Name of Person)

at (813) 531-1400
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

KATHY CORMIER
MED RESORTS INTERNATIONAL, INC.
17757 US HWY 19 N #400
CLEARWATER, FL 34624

SUBJECT: MED RESORTS INTERNATIONAL, INC.
Ref. Number: W96000012782

We have received your document for MED RESORTS INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3600.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00029760

Med Resorts International

A RESORT DEVELOPMENT & MANAGEMENT COMPANY • 17757 U.S. HIGHWAY 19, NORTH • SUITE 400 • CLEARWATER, FL 34624

June 19, 1996

Department of State
Division of Corporations
Attn: Doug Dickinson
Document Specialist
Post Office Box 6327
Tallahassee, FL 32314

Subject: Med Resorts International, Inc.
Ref# W96000012782

Dear Mr. Dickinson:

I am responding to the letter, #796A00029760, which was sent to my office on June 14, 1996. It brought to my attention that the date that business was transacted for Med Resorts International, Inc. was incorrect.

This is my sworn affidavit that this transaction date stated in the application by a foreign corporation for authorization to transact business in Florida was erroneous. The correct date that Med Resorts International, Inc. transacted business in Florida pursuant to section 607.1501, Florida Statute, was March 3, 1995. Please accept my apology for the mistake.

Sincerely,

Kathleen A Cormier
Kathy Cormier

KC/jv

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. MED RESORTS INTERNATIONAL, INCORPORATED.
(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. VIRGINIA
(State or country under the law of which it is incorporated)
3. 54-1656430
(FEI number, if applicable)
4. JANUARY 7, 1993
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 7, 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 17757 U.S. HWY 19 NORTH SUITE 400
CLEARWATER, FL 34624
(Current mailing address)
8. VACATION CLUB
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION

, Florida, 33324

(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.

Barbara A Burke

(Registered agent's signature)

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: J. GEORGE CLAVEAU

Address: 7799 LEESBURG PIKE SUITE 900

FALLS CHURCH, VA 22043

Vice Chairman: THOMAS M. HOARTY

Address: 7799 LEESBURG PIKE SUITE 900

FALLS CHURCH, VA 22043

Director: WILLIS B. SOWERS

Address: 17757 U.S. HWY 19 NORTH

CLEARWATER, FL 34624

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. _____

Willis B. Sowers

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

Commonwealth of Virginia



State Corporation Commission

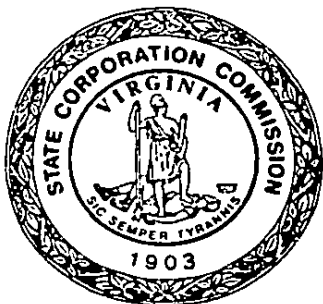
I Certify the Following from the Records of the Commission:

MED RESORTS INTERNATIONAL, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is January 07, 1993.

Nothing more is hereby certified.

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96 JUL 31 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signed and Sealed at Richmond
on this Date: May 13, 1996

William J. Bridge
William J. Bridge, Clerk of the Commission