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Premier Hall  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 043993 7113833

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 6, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 043993

CUSTOMER NO: 7113833

CUSTOMER: Ernest A. Martz, Esq  
Ernest A. Martz, Esq.  
Suite 1000, Union Bank Tower  
21515 Hawthorne Blvd.  
Torrance, CA 90503

900001313833  
-08/06/96--01113--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FOREIGN FILINGS

NAME: TRAVELMAX INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

95 AUG -5 PM 10:47  
DIVISION OF CORPORATIONS

95 AUG -6 PM 12:30  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: TravelMax International, 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:

Kathleen J. Bussard  
(Name of Person)

TravelMax International, Inc.  
(Firm/Company)

3388 Via Lido  
(Address)

Newport Beach, CA 92663  
(City/State/Zip)

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

Kathleen J. Bussard at ( 714 ) 723-7940  
(Name of Person) (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

**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. TravelMax International, 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. California  
(State or country under the law of which it is incorporated)
3. 33-0669843  
(FBI number, if applicable)
4. July 12, 1995  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. none Upon Qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3388 Via Lido  
Newport Beach, California 92663  
(Current mailing address)
8. Registered Seller of Travel  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Laura R. Dunlap  
(Registered agent's signature)  
Laura R. Dunlap, as 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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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: William M. Alverson  
Address: 3312 Marcus  
Newport Beach, California 92663  
Vice Chairman: Lou Prescott  
Address: 1829 Commodore Road  
Newport Beach, California 92660  
Director: Mark Guest  
Address: 2700 Newport Blvd., #327  
Newport Beach, California 92663  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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

President: Lou Prescott  
Address: 1829 Commodore Road  
Newport Beach, California 92660  
Vice President: William M. Alverson  
Address: 3312 Marcus  
Newport Beach, California 92663  
Secretary: Mark Guest  
Address: 2700 Newport Blvd., #327  
Newport Beach, California 92663  
Treasurer: Dale Paisley  
Address: 1992 La Cuesta  
Santa Ana, California 92705

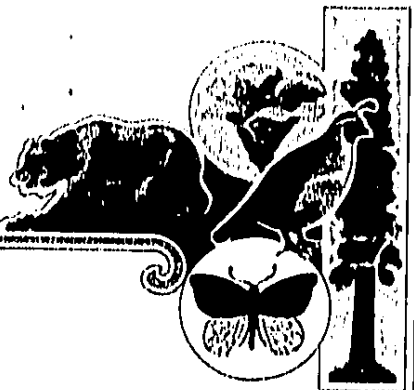
CEO

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

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

14. Dale P. Paisley, Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

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# State of California

SECRETARY OF STATE



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DIVISION OF CORPORATIONS

96 AUG -6 PM 12:31

## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 12TH day of JULY, 1995,

TRAVELMAX INTERNATIONAL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
2ND day of AUGUST 1996



**Bill Jones**  
BILL JONES  
Secretary of State