

100-342-8086

001-222-9171
001-222-0390 LAX

F9600004335
CS network
 PRINTING
 LEGAL DIVISION
 ACCOUNT NO. : 072100000032
 RECEIVED
 JUN 23
 4 00 PM 12:1
 DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 062072 4380061

AUTHORIZATION

COST LIMIT

Patricia Pyritz
\$ 175.00

ORDER DATE : August 22, 1996

ORDER TIME : 10:33 AM

ORDER NO. : 062072

000001 2301 7222

CUSTOMER NO: 4380061

CUSTOMER: Ms. Joan R. McGlockton-52.862
Marriott International, Inc.
10400 Fernwood Road

Bethesda, MD 20817

FOREIGN FILINGS

NAME: MARRIOTT VACATION PROPERTIES
OF FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 AUG 23 PM 1:21

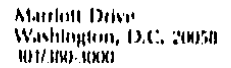
FILED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

(2) XXX CERTIFIED COPY
----- PLAIN STAMPED COPY
----- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry



MARRIOTT INTERNATIONAL, INC.

William J. Shaw
William J. Shaw,
Vice President

Jeff B. Stant
Jeff B. Stant,
Assistant Secretary

State of Maryland)
) SS.
Montgomery County)

William J. Shaw being duly sworn on oath deposes and says that he is a Vice President of Marriott International, Inc., a corporation of the State of Delaware, and, as such officer, he is authorized to sign the foregoing consent letter.

William J. Shaw
William J. Shaw

Sworn and Subscribed before me,
this 22nd day of August, 1996.

Notary Seal

Jeff A. Stead
Notary Public

-My commission expires: JEFF B. STANT
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires: November 30, 1998

**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. MARRIOTT VACATION PROPERTIES OF FLORIDA, 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. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. 8/22/96
(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. DEPT. 52.924.13, 10400 FERNWOOD ROAD
BETHESDA, MD 20817
(Current mailing address)
8. ALTERNATIVE TIMESHARE INVENTORY USAGE
(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:**
The Prentice-Hall Corporation
Name: System, Inc.
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.

The Prentice-Hall Corporation System, Inc.

By: Judith S. Blancett
(Registered agent's signature)

Judith S. Blancett, Asst. Secy.

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.

FILED
5 AUG 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED LIST

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. JEFF B. STANT, ASSISTANT SECRETARY

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

MARRIOTT VACATION PROPERTIES OF FLORIDA, INC.

OFFICERS:

President:

C. Stephen Bradley
1807 Crystal Lake Dr.
Lakeland, FL 33801

Vice President:

William J. Love
1807 Crystal Lake Dr.
Lakeland, FL 33801
SS: 140-34-2017

Secretary:

Tracy A. Wilson
1807 Crystal Lake Dr.
Lakeland, FL 33801

Assistant Secretary:

Jeff B. Stant
717 N. Oakland Street
Arlington, VA 22203
SS: 227-56-4274

Nancy L. Benz
9132 Willowgate Lane
Potomac, MD 20854
SS: 577-66-6945

Treasurer:

Tracy A. Wilson
1807 Crystal Lake Dr.
Lakeland, FL 33801

DIRECTORS:

C. Stephen Bradley - As above
William J. Love - As above
Tracy A. Wilson - As above

BUSINESS ADDRESS:

10400 Fernwood Road
Bethesda, MD 20817

STATE OF INCORPORATION:

Delaware - August 22, 1996

FEDERAL ID. NO.: ON ORDER

August 22, 1996

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARRIOTT VACATION PROPERTIES OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF AUGUST, A.D. 1996.

FILED
96 AUG 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2655958 8300

960245687

AUTHENTICATION:

DATE:

8078019

08-22-96