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August 12, 1996

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W96-19289

Florida Department of State
Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PRO MI-TEX CORPORATION
dba Sand & Seas Travel, Inc.

To Whom It May Concern:

Please proceed with the filing of the above-named corporation as a foreign corporation doing business in Florida. Enclosed for this purpose are the following:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Transmittal Letter.
3. Certificate of Existence with Status in Good Standing.
4. Check for \$70.00 (\$35.00 for the filing fee and \$35.00 for the Registered Agent Designation Fee).

Thank you for your assistance.

Sincerely,

Scott L. Soelberg
Scott L. Soelberg
Attorney at Law

SLS/sks

Enclosures

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
AUG 15 1996
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: PRO MI-TEX Corporation,
(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:

James E. Foster

(Name of Person)

(Firm/Company)

2816 Carriage Lane

(Address)

Carrollton, Texas 75006

(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 PM 2:40

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

James E. Foster

(Name of Person)

at (214) 416 - 5827

Area Code & Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 13, 1996

MITTON & BURNINGHAM
%SCOTT L. SOELBERG
34 SOUTH 600 EAST
SALT LAKE CITY, UT 84102

SUBJECT: PRO MI-TEX CORPORATION
Ref. Number: W96000019289

We have received your document for PRO MI-TEX CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 296A00042591

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned James E. Foster, do hereby certify
(Name)

that this Resolution of the Board of Directors of PRO MI-TEX Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada

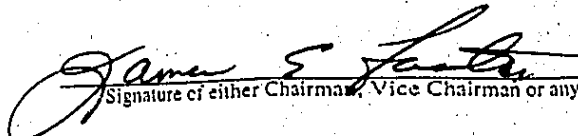
was duly adopted on July 22

Be it resolved, that PRO MI-TEX Corporation
(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

Sand & Seas Travel, Inc. for use in Florida.

Dated: 10-4-96


Signature of either Chairman, Vice Chairman or any officer

James E. Foster
Type or print name

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96 OCT 20 PM 2:49

**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. PRO MI-TEX 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. Nevada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 22, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 19, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2816 Carriage Lane
Carrollton, Texas 75006
(Current mailing address)
8. Travel and Real Estate
(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: James G. Burrell

Office Address: 5910 North Ocean Boulevard
Ocean Ridge, Florida, 33435
(Zip Code)

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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.

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

A. DIRECTORS

Chairman: James E. Foster

Address: 2816 Carriage Lane
Carrollton, Texas 75006

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James E. Foster

Address: 2816 Carriage Lane
Carrollton, Texas 75006

Vice President: N/A

Address: _____

Secretary: James E. Foster

Address: 2816 Carriage Lane
Carrollton, Texas 75006

Treasurer: James E. Foster

Address: 2816 Carriage Lane
Carrollton, Texas 75006

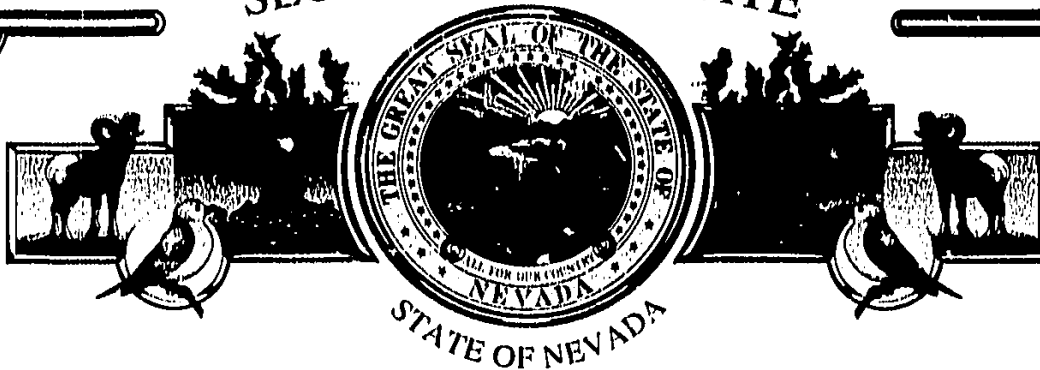
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DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James E. Foster President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James E. Foster, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PRO MI-TEX**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 22, 1996, and is in good standing in this state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 16
1996
4:40

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on July 22, 1996.



Dean Heller
Secretary of State
By *Beverly J. Oavenport*
Certification Clerk