

STEEL HECTOR & DAVIS  
F96000005705

Steel Hector & Davis LLP  
200 South Washington Boulevard  
Tallahassee, Florida 32301  
361.577.7000  
361.577.7000 Fax

October 28, 1996

Via Federal Express Courier

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: Mr. Doug Dickenson

Re: Qualification of Carousel Holidays Ltd.  
Our File No. 11438.1749

96 NOV - 1 PM 4:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Mr. Dickenson:

As previously discussed, enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with an equivalent to a "Certificate of Status" which was received from the Companies House in the United Kingdom. The Companies House is considered to have the same authority as the Division of Corporations in Florida. Also attached is our check in the amount of \$122.50 representing filing fees, fee for certified copy and designation of registered agent fee.

Kindly return a certified copy of the qualification to the attention of the undersigned as soon as possible.

Thank you for your assistance.

Yours sincerely,



Debra Kirschner  
Legal Assistant

/dek  
(Enclosures)

300001996923--4  
-11/05/96--01172--020  
\*\*\*\*122.50 \*\*\*\*122.50

# 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. CAROUSEL HOLIDAYS LIMITED, 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. UNITED KINGDOM

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. 18.12.85

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or perpetual)

6. Upon the filing of this qualification application

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503))

7. PARKWAY THREE, PARKWAY BUSINESS CENTRE

300 PRINCESS ROAD, MANCHESTER M147QU

(Current mailing address)

8. Time Share Development

(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: Peninsula Registered Agents, Inc.

Office Address: 200 S. Biscayne Boulevard

Miami

, Florida, 33131

(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.

PENINSULA REGISTERED AGENTS, INC.

By: Debra Kirschner

(Registered agent's signature)

Debra Kirschner, Vice President

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.

SECRETARY OF STATE  
ALL CHASSEE, FLORIDA

96 NOV - 1 PM 4:30

FILED

**12. Names and Addresses of officers and/or Directors**

**A. DIRECTORS**

David Crossland  
Tower Hamlet  
St Saviour  
Jersey  
Channel Islands

Harold Hugh Collinson  
Nabs Farm House  
Charnock Back Lane  
Heath Charnock  
Nr Chorley  
PR6 9DN

Albert Henry Coe  
48 Broad Walk  
Wilmslow  
Cheshire  
SK9 5PL

**B. OFFICERS**

**Deputy Group Finance Director**

Timothy Russell Byrne  
Lower Hall, Church Rd  
Mellor  
Cheshire  
SK6 5LY

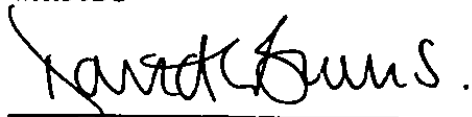
**Treasurer**

Barry Graham Kirk Nightingale  
Ravenhurst  
The Lane  
Chorley New Road  
Bolton  
Lancashire  
BL1 5DJ

**Company Secretary**

David Campbell Burns  
2 Glyn Avenue  
Hale  
Altrincham  
Cheshire  
WA15 9DG

**13.**

  
\_\_\_\_\_  
David C Burns - Company Secretary

**FILED**  
96 NOV - 1 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# THE COMPANIES ACT 1985

Company No. 1972273

The Registrar of Companies for England and Wales hereby certifies that

**CAROUSEL HOLIDAYS LIMITED** (originally called **SWIFT 1388 LIMITED** which name was changed by special resolution on 31st January 1986 to **CAROUSEL HOLIDAYS LIMITED**) was incorporated under the Companies Act 1985 as a limited company on 18th December 1985.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.\*\*\*\*\*

**FILED**  
96 NOV - 1 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Given at Companies House, Cardiff, the 25th October 1996

*J M Mayor*  
**MRS. J. M. MAYOR**  
for the Registrar of Companies