

F96000006189

**Florida Department of State
Division of Corporations
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Division of Corporations
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From:
Account Name : BAKER & HOSTETLER LLP
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FILED
00 APR -5 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR -4 PM 12:59
DIVISION OF CORPORATIONS

BASIC AMENDMENT

EMERSON RESORTS INTERNATIONAL LIMITED, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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RECEIVED
APR-05-2000 02:27pm
00 APR -5 PM 3:16
DIVISION OF CORPORATIONS

From-BAKER&HOSTETLER

4078410168

T-765 P.001/003 F-565



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2000

EMERSON RESORTS INTERNATIONAL LIMITED, INC.
370 WHOOPING LOOP
STE 1136
ALTAMONTE SPGS, FL 32701US

SUBJECT: EMERSON RESORTS INTERNATIONAL LIMITED, INC.
REF: F96000006189

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

This document must be signed by an officer of this corporation. The document states that the director signing for and on behalf of AIRTOURS MANAGEMENT SERVICES LIMITED. There are three officers listed on the computer for your corporation. Please have one of the officers of this corporation to sign the document.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Received APR-05-00 11:27am

From- (850) 487-6013

To-BAKER&HOSTETLER,LLP Page 01

Apr-04-00 12:43pm

From-BAKER&HOSTETLER,LLP

4078410168

T-279 P.01/04 F-853



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2000

EMERSON RESORTS INTERNATIONAL LIMITED, INC.
370 WHOOPING LOOP
STE 1136
ALTAMONTE SPGS, FL 32701US

SUBJECT: EMERSON RESORTS INTERNATIONAL LIMITED, INC.
REF: F96000006189

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000014785
Letter Number: 400A00018360

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Received Apr-04-00 10:44am

From- (850) 487-6013

To-BAKER&HOSTETLER,LLP

Page 01

200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407) 649-4000

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

SECTION I

(1 - 3 must be completed)

1. Emerson Resorts International Limited, Inc
Name of corporation as it appears on the records of the Department of State
2. United Kingdom
Incorporated under laws of
3. 11/20/96
Date authorized to do business in Florida

SECTION II

(4 - 7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 6, 1999
5. Carousel Resorts International Limited, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

X Gregory McMahon
Signature

GREG McMAHON
Typed or printed name

28 March 2000
Date

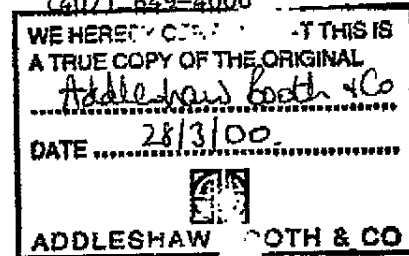
Secretary
Title

Apr-05-2000 02:27pm From-BAKER&HOSTETLER
Fax Audit No.: H00000014785 0

4078410168

T-765 P.003/003 F-565

200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407) 649-4000



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3239665

The Registrar of Companies for England and Wales hereby certifies that

EMERSON RESORTS INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CAROUSEL RESORTS INTERNATIONAL LIMITED

Given at Manchester, the 6th October 1999

P. AKHTER

For The Registrar Of Companies



C O M P A N I E S H O U S E

Fax Audit No.: H00000014785 0