

F96000006488

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RECREATIONAL ADVISORS 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:

HOWARD M. LARSEN / MONIQUE JUTEAU

(Name of Person)

400002027934--1
-12/12/96--01099--013
*****70.00 *****70.00

HOWARD M. LARSEN, INCORPORATED

(Firm/Company)

4 UPPER NEWPORT PLAZA, SUITE 103

(Address)

NEWPORT BEACH, CA 92660

(City/State/Zip)

of 12/12

FILED
96 DEC 12 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

HOWARD M. LARSEN / MONIQUE JUTEAU
(Name of Person)

at (714) 955-3600
(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. RECREATIONAL ADVISORS 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. 95-2900644
(FBI number, if applicable)
4. JULY 2, 1974
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 7212 Fisher Island Drive
Fisher Island, FL 33109
(Current mailing address)
8. Acting as General Partner of a Florida Limited Partnership
(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 acceptable)**

Name: JOAN L. STEVENS

Office Address: 7212 Fisher Island Drive

Fisher Island, Florida, 33109

(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.


(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.

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66 DEC 12 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: JOAN L. STEVENS

Address: 7212 Fisher Island Drive
Fisher Island, FL 33109

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JOAN L. STEVENS

Address: 7212 Fisher Island Drive
Fisher Island, FL 33109

Vice President: JOAN L. STEVENS

Address: _____

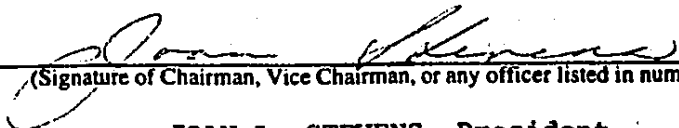
Secretary: JOAN L. STEVENS

Address: _____

Treasurer: JOAN L. STEVENS

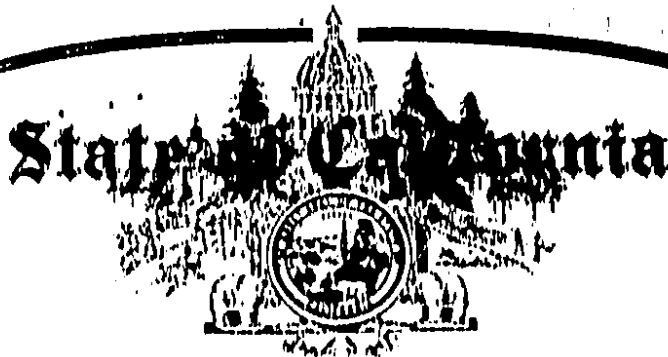
Address: _____

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. JOAN L. STEVENS, President
(Typed or printed name and capacity of person signing application)

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96 DEC 12 AM 10:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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36 DEC 12 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the 2nd day of July, 19 74,

RECREATIONAL ADVISORS 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 day of

November 7, 1996



Bill Jones

Secretary of State



**THE UNITED STATES
CORPORATION
COMPANY**

F96000006488

ACCOUNT NO. : 072100000032

REFERENCE : 490749 4303929

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 35.00

ORDER DATE : August 8, 1997

ORDER TIME : 11:51 AM

ORDER NO. : 490749

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

900002262519--9

*EA
change*

CHANGE OF AGENT

NAME: RECREATIONAL ADVISORS
INTERNATIONAL, INC.

FILED
97 AUG -8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

Exhibit	81197
Exhibit	DOH
Exhibit	DOH
Exhibit	DOH
Exhibit	DOH
Exhibit	DOH
Exhibit	DOH

RECEIVED
97 AUG -8 PM 3:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO:

Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

97 AUG -8 AM 11:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502(2), Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the corporation is: RECREATIONAL ADVISORS INTERNATIONAL, INC.

1a. Date of Incorporation December 12, 1996 Document F06000006466

2. The name and address of the **current** registered agent and office is:

JOAN L. STEVENS *** 7212 Fisher Island Drive, Fisher Island, FL 33109

3. The name and address of the **new** registered agent and office is:

JOAN L. STEVENS *** 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

The street address of its registered agent and the street address of the business office of its registered agent, **as changed**, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors on July __, 1997

Signature:

Joan L. Stevens
Joan L. Stevens, President

Dated:

July 15, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as Registered Agent.

BY:

Joan L. Stevens

Dated: July 15, 1997

**WRITTEN CONSENT TO CORPORATE ACTION
BY ALL OF THE DIRECTORS OF
RECREATIONAL ADVISORS INTERNATIONAL, INC.**

Pursuant to §007.0502(u), the undersigned, being all of the directors of RECREATIONAL ADVISORS INTERNATIONAL, INC., (the "Corporation"), organized and existing under the laws of the State of Florida, do hereby agree that when the undersigned has signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted effective as of the ___ day of July, 1997

RESOLVED, that the Corporation's registered office shall be changed

from 7212 Fisher Island Drive, Fisher Island, Florida 33109

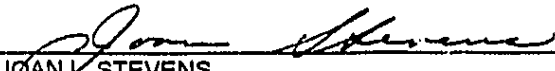
to 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

RESOLVED, that henceforth the street address of the registered office of the Corporation and the street address of the business office of the Corporation's registered agent, as changed, shall be identical.

RESOLVED, that the action contained herein shall be effective as of the 15 day of July, 1997

IN WITNESS WHEREOF, the undersigned being all of the directors of the Corporation have executed the foregoing Written Consent to Corporate Action for the purposes expressed herein this the 15 day of July, 1997.

DIRECTOR:



JOAN L. STEVENS

F9600000 6488



ACCOUNT NO. : 072100000032

REFERENCE : 557633 4303929

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : October 8, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 557633

CUSTOMER NO: 4303929

000002314810--9

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

CHANGE OF AGENT

NAME: RECREATIONAL ADVISORS
INTERNATIONAL, INC.

97 OCT -8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

10/8
J. R. A.
Change

TO:

Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

FILED
97 OCT -8 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502(2), Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the corporation is: RECREATIONAL ADVISORS INTERNATIONAL, INC.
1a. Date of Incorporation December 12, 1996 Document F96000006488

2. The name and address of the **current** registered agent and office is:

JOAN L. STEVENS *** 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

3. The name and address of the **new** registered agent and office is:

JOAN L. STEVENS *** 20801 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors on August _____

Signature:

Joan L. Stevens
Joan L. Stevens, President

Dated:

August 1, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as Registered Agent.

BY:

Joan Stevens
Dated: August 1, 1997

F96000006488

RAI/FLAMINGO INVESTMENTS, LTD.
RECREATIONAL ADVISORS INTERNATIONAL, INC.
20801 Biscayne Blvd., Suite 400
Aventura, Florida 33180

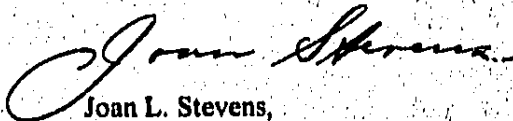
August 28, 1997

Florida Divisions of Corporation
Domestic Charter Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: RAI/FLAMINGO INVESTMENTS, LTD. and RECREATIONAL
ADVISORS INTERNATIONAL, INC.

Please be advised that the correct address for RAI/FLAMINGO INVESTMENTS,
LTD. and RECREATIONAL ADVISORS, INC., is 20801 Biscayne Blvd., Suite 400,
Aventura, Florida 33180. Please correct your records to reflect this change.

Sincerely,



Joan L. Stevens,
President

RECEIVED

97 OCT -8 PM 11:57

DIVISION OF CORPORATIONS

10/8/97
