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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: International Cruise & Exchange Gallery, Inc.
(Name of corporation - must include suffix)

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-01/22/98--01030--001
*****78.75 *****78.75

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:

Marcia G. Rowley
(Name of Person)
c/o George Ridge, Esq. Ridge & Lantinberg
(Firm/Company)
200 West Forsyth Street, Suite 1200
(Address)
Jacksonville, Florida 32202
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Marcia Rowley at (602) 395-1995
(Name of Person) (Area Code & Daytime Telephone Number)
or George E. Ridge at (904) 353-6555

COURIER ADDRESS:

Qualification/Tax Lien Section
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. International Cruise & Exchange Gallery, 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. Arizona 3. 860833522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 12, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. n/a
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7330 North 16th Street, Suite A-330 Phoenix, Arizona 85020
(Current mailing address)

8. Exchanging cruise and resort vacations
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

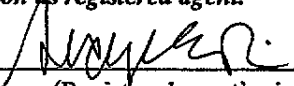
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: George E. Ridge, Esquire

Office Address: 200 West Forsyth Street, Suite 1200
Jacksonville, Florida, 32202
(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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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: John R. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Vice Chairman:

Address:

Director: Marcia G. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Director:

Address:

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

President: Marcia G. Rowley

Address: 17009 North 55th Place

Scottsdale, Arizona 85254

Vice President:

Address:

Secretary: Pamela Scrowcroft-sher

Address: 3326 East Escuda Road

Phoenix, Arizona 85024

Treasurer: Pamela Scrowcroft-sher

Address: 3326 East Escuda Road

Phoenix, Arizona 85024

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

13. Marcia G. Rowley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

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STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

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To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****INTERNATIONAL CRUISE & EXCHANGE GALLERY, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on August 12, 1996.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 30th day of December, 1997, A. D.



Jack Rose

Executive Secretary

BY: *Debra M. Mullis*