1/23/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, CONTACT: SUSAN OSBORNE PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: GRAND MAIN HOLDINGS, INC.

AUDIT NUMBER..... H98000001514

DOC TYPE..... FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS...O

PAGES..... DEL.METHOD.. FAX

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MAY STON OF CORPORATIONS 98 JAN 23 AM 10: 4

TO TRANSACT BUSINESS IN FLORIDA

H98000001514

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:

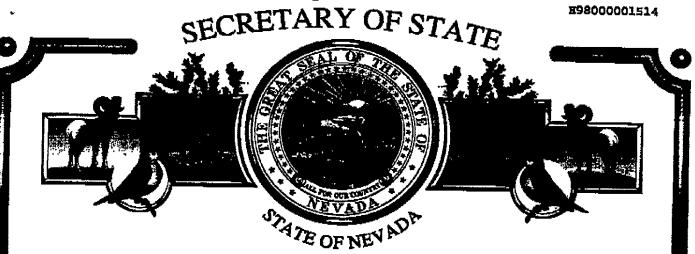
1.	Grand Main Holdings, Inc.		
	(Name of corporation: must include the word "INCORPORA" words or abbreviations of like import in language as will clear natural person or partnership if not so contained in the name a	ly indicate that it is a coe	ORPORATION" or poration instead of a
2.	Nevada 3	Applied For	•
	(State or country under the law of which it is incorporated)	(FEI number. if	applicable)
4.	November 3, 1997	perpetual	
	(Date of Incorporation)	(Duration: Year corp. "perpetual")	will cease to exist or
б.	Will be gin transacting business upon filin (Date first transacted business in Florida. (See sections 6	ng. 07.1501, 607.1502, AND	817.155, F.S.)
7.	425 Bellvue Avenue, Newport, Rhode Island	02840	98 98
			
			GRETI
	(Current mailing ac	idress)	- 3 727
8.	General partner to Kendall Resort Rotel, L	td.	5 € 5
	(Purpose(s) of corporation authorized in home state or country	y to be carried out in the	state of Florida)
9.	Name and street address of Florida registered age acceptable)	ent: (P.O. Box or M	ail Drop Box NOT
	Name: Richard Wells		
	Office Address: 9100 North Kendall	Drive	
	<u>Mi</u> ani	, Florida,	33176
10.	. Registered agent's acceptance:	, , , , , , , , , , , , , , , , , , , ,	(Zip Code)
reg uli	rving been named as registered agent and to accerporation at the place designated in this applica gistered agent and agree to act in this capacity. I full statutes relative to the proper and complete perform discrept the obligations of my position as registered to	iion, I hereby acce rther agree to comp mance of my duties	ept the appointment as
	(Registered agent's si	gnaturer	

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.

Prepared by: Glen A. Stankee, Esq., FL Bar #331848 Ruden, McClosky, et al., P.O. Box 1900 Fort Lauderdale, FL 33301 (954) 764-6660 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)	н980	00001514
Chairman: Gary L. Moore		
Address: 425 Bellvue Avenue, Newport, Rhode Island 02840		- -
Vice Chairman:		-
Address:		- -
Director:		-
Address:		-
Director:		-
Director:Address:		•
B. OFFICERS (Street address only- P. O. Box NOT acceptable)	J 86	. <u>2</u> 200
President:Gary L. Moore	JAN 23	
Address: 425 Bellvue Avenue, Newport, Rhode Island 02840	AN O:	20 AS
Vice President:	- 3 9	TATE
Address:		ঞ
Secretary: Gary L. Moore		
Address: 425 Bellvue Avenue, Newport, Rhode Island 02840		
Treasurer: Gary L. Moore		
Address: 425 Bellvue Avenue, Newport, Rhode Island 02840		
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or presents.	onal	
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the applicat	ion)	
14. Gary L. Moore, President (Typed or printed name and capacity of person signing application)		

H98000001514



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do fiereby certify that I am, by the laws of said State, the custodian of the records relating to fillings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 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, GRAND MAIN HOLDINGS, INC., 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 November 2, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 4, 1997.

Secretary of State