



THE UNITED STATES
CORPORATION
COMPANY

F9800000455

ACCOUNT NO. : 072100000032

REFERENCE : 916103 7157705

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ ~~70.00~~ 122.50 (JRG)

ORDER DATE : August 4, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 916103-005

CUSTOMER NO: 7157705

CUSTOMER: Ms. Tracy Monte
Ms. Tracy Monte
Vested Leisure, Inc.
1200 N. Federal Hwy, Suite 315
Boca Raton, FL 33432

FOREIGN FILINGS

100002612201--9

NAME: VESTED LEISURE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
98 AUG 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 10 PM 2:43

8/8/98

**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. VESTED LEISURE, 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. DELAWARE 3. 52-2087505
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/9/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transaction business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1200 N Federal Hwy Suite 315
Boca Raton FL 33432
(Current mailing address)
8. Boat Chartering
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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98 AUG 10 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Corporation Service Company
By: [Signature] Authorized Rep.
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Juli Katz

Address: 5015 Blue Heron Way
Boca Raton, FL 33487

Director: Toni Valentino

Address: 5015 Blue Heron Way
Boca Raton, FL 33487

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TALLAHASSEE, FLORIDA

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

President: Juli Katz

Address: 5015 Blue Heron Way
Boca Raton, FL 33487

Vice President: _____

Address: _____

Secretary: Toni Valentino

Address: 5015 Blue Heron Way
Boca Raton, FL 33487

Treasurer: _____

Address: _____

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

13. Juli Katz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

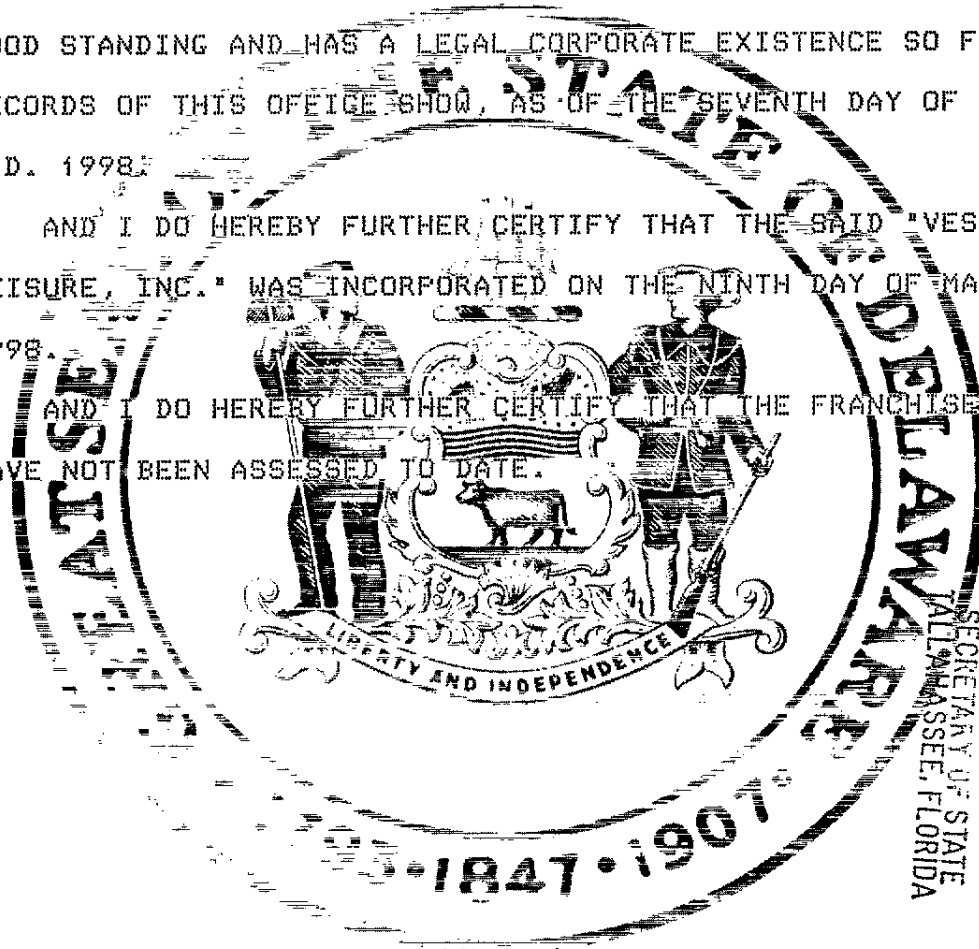
14. Juli Katz, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VESTED LEISURE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VESTED LEISURE, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 10 PM 4:05

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2867735 8300

981310267

AUTHENTICATION:

9241607

DATE:

08-07-98