

Please Reply to Melbourne

1825 Riverview Drive Melbourne, Florida 32901 Telephone: (407) 768-2001 Facsimile: (407) 676-0729 400 South Atlantic Avenue Suite 112 Ormond Beach, Florida 32176 Telephone: (904) 673-6733 Facsimile: (904) 673-2727

October 22, 1998

Qualification/Tax Lien Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

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RE: REGENCY RESORTS II, INC., a Delaware profit corporation

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check in the amount of \$70.00 are submitted to register the above referenced foreign corporation to transact business in Florida. An original is enclosed as well as one copy for verification of filing.

Please return all correspondence concerning this matter to the following:

Victor S. Kostro, Esquire Reinman Matheson Kostro & Vaughan, P.A. 1825 Riverview Drive Melbourne, FL 32901

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

Victor S. Kostro, Esq.

(407) 768-2001

Sincerely,

Victor S. Kostro

VICTOR S. KOSTI

VSK:pip Enclosures 98 OCT 27 PM 2: 34
SECRETAR OF STATE
TALLAMASSEL FLORIDA

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. REGENCY RESORTS II. 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 (State or country under the law of which it is incorporated)	3. 59-3518791 (FEI number, if applicable)
4. June 25, 1998 (Date of Incorporation)	5. Perpetual
	(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida. (See Sections 607.1501, 607.1502, AND 817.155, F.S.)	
7. P.O. Box 265642	
Daytona Beach, FL 32126	
To engage in any lawful act or activity for which corporations may be organized under the laws of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	
 Name and street address of Florida registered acceptable) 	· Em &
Name: Kathryn A. Vaughan,	Esq. CARE
Office Address: 400 S. Atlantic Aver	nue, Suite 112
Ormond Beach	Florida, 32176 CA S
Ormond Beach Florida, 32176 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 service structure)	

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.

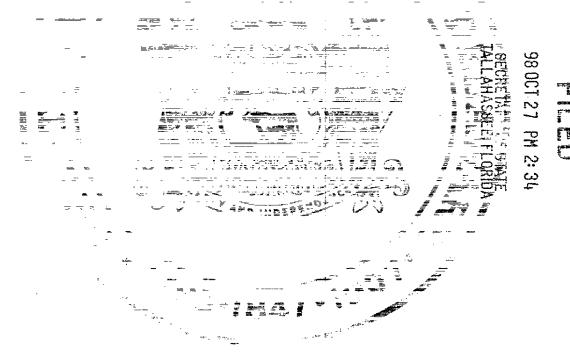
12. Names and addresses of officers and/or directors: (Street address ONLY-P. O. Box NOT acceptable) A. DIRECTORS (Street address only-P. O. Box NOT acceptable) Chairman: Charles Todd Lynch Address: 400 N. Atlantic Avenue, Daytona Beach, FL 32118 Vice Chairman: Address: Director: Address: ____ B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: Charles Todd Lynch Address: 400 N. Atlantic Avenue, Daytona Beach, FL 32118 Vice President: ___ Address: Secretary: Charles Todd Lynch 400 N. Atlantic Avenue, Daytona Beach, FL 32118 Treasurer Charles Todd Lynch Address: 400 N. Atlantic Avenue, Daytona Beach, FL 32118 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) CHARLES TODD LYNCH, President (Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REGENCY RESORTS II, 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 FIFTEENTH DAY OF OCTOBER, A.D. 1998.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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10-15-98

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