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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HIGHLAND HOUSEBOAT HOLIDAYS, 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:

JAMES H. McCALL, PRESIDENT
(Name of Person)

HIGHLAND HOUSEBOAT HOLIDAYS, INC.
(Firm/Company)

7452 WILSON PLACE
(Address)

MERRILLVILLE, IN. 46410
(City/State/Zip)

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Should you need to call someone concerning this matter, please call: *****70.00 *****70.00

JAMES H. McCALL at (219) 874-7353, EXT. 133
(Name of Person) (Area Code & Daytime Telephone Number)

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. HIGHLAND HOUSEBOAT HOLIDAYS, 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. MISSOURI, U.S.A.

(State or country under the law of which it is incorporated)

3. 43-1728350

(FEI number, if applicable)

4. NOV. 07, 1995

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NOV. 13, 1998

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

7. 7452 WILSON PLACE

MERRILLVILLE, IN. 46410

(Current mailing address)

8. "ANY LAWFUL BUSINESS", ARTICLE VIII, SPECIFICALLY, "HOUSEBOAT RENTALS", IN FLA.
(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: MR. JOHN D. ROBINSON - DEAN, RINGERS, MORGAN & LAUTON

Office Address: EOLA PARK CENTRE, SUITE 1020, 200 E. ROBINSON ST.

ORLANDO

Florida, 32802

(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.

John D. Robinson
(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.

ENCLOSED

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: JAMES H. McCALL

Address: 7452 WILSON PLACE

MERRILLVILLE, IN. 46410

Vice President: N/A

Address: _____

Secretary: JAMES H. McCALL

Address: 7452 WILSON PLACE

MERRILLVILLE, IN. 46410

Treasurer: N/A

Address: _____

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

13. James H. McCall 11/22/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES H. McCALL, PRESIDENT
(Typed or printed name and capacity of person signing application)

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
HIGHLAND HOUSEBOAT HOLIDAYS, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 7TH DAY OF NOVEMBER, 1995, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 18TH DAY OF NOVEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



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