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ACCOUNT NO. : 072100000032

REFERENCE : 097592 7172842

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : January 13, 1999

ORDER TIME : 4:55 PM

ORDER NO. : 097592-005

CUSTOMER NO: 7172842

300002774929-1

CUSTOMER: Ms. Betty Holyfield
Mississippi Adventures
Po Box 758

Picayune, MS 39466

FOREIGN FILINGS

NAME: MISSISSIPPI ADVENTURES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

99 FEB 15 AM 9:19
DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 AM 9:41

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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. Mississippi Adventures, Incorporated
(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. Mississippi (State or country under the law of which it is incorporated) 3. 72-1377116 (FEI number, if applicable)

4. May 21, 1997 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. None, yet (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Post Office Box 758 Picayune, MS 39466 (Current mailing address)

8. Selling campground memberships (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 NOT acceptable) Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee, Florida, 32301 (Zip Code)

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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] (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: Thomas J. Cloud

Address: 5085 WESTHEIMER, SUITE 4520
Houston, TX 77056

Vice Chairman: _____

Address: _____

Director: Thomas J. Cloud

Address: 5085 Westheimer, Suite 4520
Houston, TX 77056

Director: _____

Address: _____

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

President: Thomas J. Cloud

Address: 5085 Westheimer, Suite 4520
Houston, TX 77056

Vice President: Thomas J. Cloud

Address: 5085 Westheimer, Suite 4520
Houston, TX 77056

Secretary: Steven S. Alleman

Address: 3438 Dublin Circle
Dublin, OH 43017

Treasurer: _____

Address: _____

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

13. 

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

14. Thomas J. Cloud, Chairman

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

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on May 21, 1997 the state of Mississippi issued a Charter/Certificate of Authority to:

MISSISSIPPI ADVENTURES, INCORPORATED

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
February 11, 1999

Eric Clark

ERIC CLARK,
Secretary of State



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