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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

CORPORATION(S) NAME

300002779173--7
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*****70.00 *****70.00

Epic Vacation Club, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Epic Vacation Club, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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 laws of which it is incorporated)

3. October 15, 1998 4. Perpetual
(Date of Incorporation) (Duration)

5. 23-2988616
(Federal Employer Identification number, if applicable)

6. JANUARY 1, 1999
(Date corporation first conducted affairs in Florida. See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1150 FIRST AVENUE, SUITE 900, KING OF PRUSSIA, PA. 19406
(Current mailing address)

8. VACATION TIMESHARE MEMBERSHIP CLUB
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Names and addresses of officers and/or directors:

A. Directors:

Chairman: THOMAS F. FLATLEY
Address: 1150 FIRST AVENUE, SUITE 900
KING OF PRUSSIA, PA. 19406

Vice Chairman: _____
Address: _____

Director: SCOTT J. EGELKAMP
Address: 1150 FIRST AVENUE, SUITE 900
KING OF PRUSSIA, PA. 19406

Director: _____
Address: _____

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B. Officers:

President: THOMAS F. FLATLEY
Address: 1150 FIRST AVENUE, SUITE 900
KING OF PRUSSIA, PA. 19406

Vice President: _____
Address: _____

Secretary: SCOTT J. EGELKAMP
Address: 1150 FIRST AVENUE, SUITE 900
KING OF PRUSSIA, PA. 19406

Treasurer: SCOTT J. EGELKAMP
Address: 1150 FIRST AVENUE, SUITE 900
KING OF PRUSSIA, PA. 19406

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T CORPORATION SYSTEM, 1200 S. Pine Island Rd.,
Plantation, Florida 33324
Zip Code

11. 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.

By: KORRI A. BEHLER
(Officer)
KORRI A. BEHLER
Special Assistant Secretary

12. 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.

X 13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

X 14. SCOTT J. EGELKAMP, SECRETARY - TREASURER
(Typed or printed name and capacity of person signing application)

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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 "EPIC VACATION CLUB" 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 TENTH DAY OF FEBRUARY, A.D. 1999.

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

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DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2955659 8300

AUTHENTICATION:

9567403

991052009

DATE:

02-10-99