

F99000004888

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Hotel Connect Management, 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:

Marlane Twiford
(Name of Person)

Hotel Connect Management, Inc.
(Firm/Company)

9050 Marshall Court
(Address)

Westminster, CO 80031
(City/State/Zip)

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-09/15/99-01096-002
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Should you need to call someone concerning this matter, please call:

Marlane Twiford at (303) 430-9200
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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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. Hotel Connect Management, 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. Nevada
(State or country under the law of which it is incorporated)
3. 77-0518944
(FEI number, if applicable)
4. May 26, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 9050 Marshall Court
Westminster, CO 80031
(Current mailing address)
8. To conduct any lawful business
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(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 agent's signature)

Tina Leland, Assistant Secretary for NRAI Services, Inc.

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.

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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: Claude Smith

Address: 611 E. Pintail Circle

Fresno, CA 93720

Director: Harold Coffin

Address: 3608 W. Beechwood

Fresno, CA 93711-0647

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

President: Marl L. Ehrlich

Address: 6083 N. Figarden, #119

Fresno, CA 93722

Vice President: _____

Address: _____

Secretary: Marlane K. Twiford

Address: 1932 Red Cloud Rd.

Longmont, CO 80501

Treasurer: Billy R. Smith

Address: 394 W. Dayton Ave.

Fresno, CA 93705

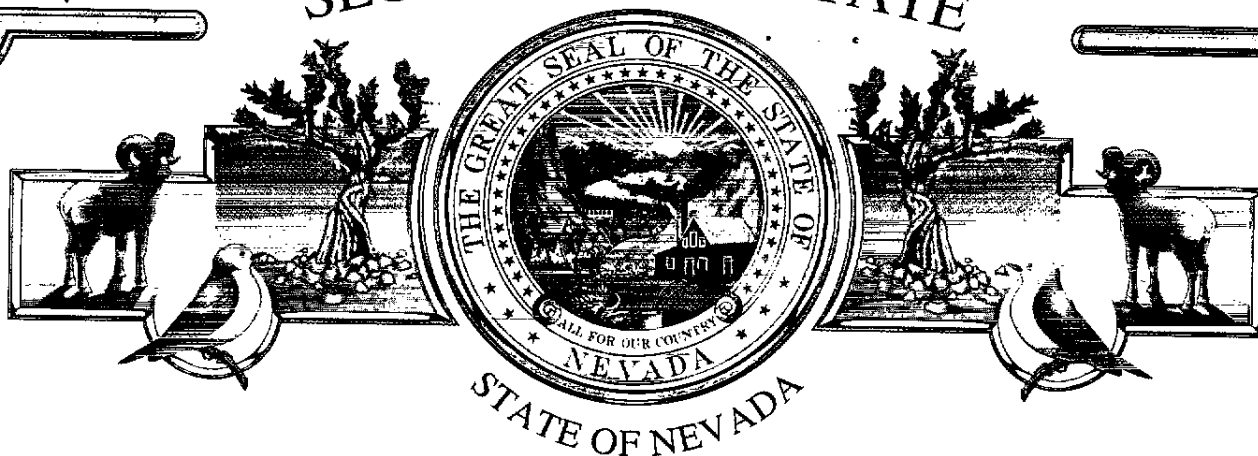
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Marlane K. Twiford, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **HOTEL CONNECT MANAGEMENT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 26, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 23, 1999.



Dean Heller
Secretary of State

By *William McConnee*
Certification Clerk

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