

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

100003063481--9

-12/07/99--01079--017

*****70.00 *****70.00

Elegant Hotels (USA) Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input 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		

99 DEC - 7 PM 4:49

FLU
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name 12/07/99

Availability

Document

Examiner

Updater

Verifier

Acknowledgement

W.P. Verifier

99 DEC - 7 PM 2:22

RECEIVED

HC

12/7/99

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.

FILED
SECRETARY OF STATE
99 DEC -7 PM 4:19
DIVISION OF CORPORATIONS

1. Elegant Hotels (USA) 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. _____

(FBI number, if applicable)

4. October 27, 1999

(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. Elegant Hotels, 5728 Major Blvd. Suite 229

Orlando, Florida 32819

(Current mailing address)

To engage in any manufacturing, mercantile, selling, management, service or other business or any lawful act or activity for which corporations

8. may be organized under the General Corporation Law of the State of

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

Delaware.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Michael Dutton

Office Address: Elegant Hotels, 5728 Major Blvd. Suite 229

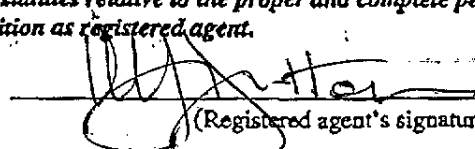
Orlando,

Florida, 32819

(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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert S. Scavone

Address: 5728 Major Blvd., Suite 229
Orlando, FL 32819

Director: Michael Dutton

Address: 936 OAKDALE ST.
WINDERMERE, FL 34786

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

President/Secretary: Robert S. Scavone

Address: 5728 Major Blvd., Suite 229
Orlando, FL 32819

Vice President/Assistant Secretary/Treasurer: Michael Dutton

Address: 936 OAKDALE ST.
WINDERMERE FL 34786

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael Dutton, Vice President

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

FILED
CLERK OF CIRCUIT COURT
99 DEC -7 PM 4:49
ORANGE COUNTY, FLORIDA

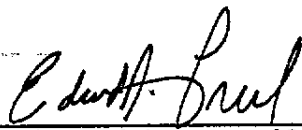
State of Delaware
Office of the Secretary of State

PAGE 1
99 DEC -7 PM 4:49
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELEGANT HOTELS (USA) 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 1999.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

0105202

11-29-99