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(Business Entity Name)

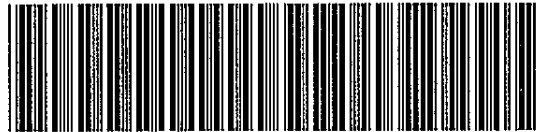
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February 23, 2006

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Escapes Midwest, LLC

Dear Sir/Madam:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with the Certificate of Designation of Registered Agent/Registered Office for the above-referenced entity. Also enclosed is a check in the amount of \$1,180.00 made payable to the Florida Department of State which is to be applied as follows:

\$ 130.00	Florida filing fee and Certificate of Status
\$1,000.00	Penalty fee for failure to timely file
\$ 50.00	Annual report filing fee.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,



Jonn D. Hoppe

JDH/mei
Enclosures

FILED
2006 FEB 24 PM 2:07
SECRETARY OF
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Escapes Midwest, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jon D. Hoppe
(Name of Person)

Peterson & Myers, P.A.
(Firm/Company)

PO Box 24628
(Address)

Lakeland, Florida
(City/State and Zip Code)

For further information concerning this matter, please call:

Jon D. Hoppe at (863) 683-6511
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

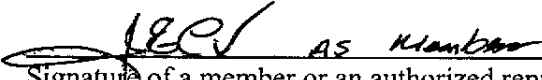
☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Escapes Midwest, LLC
(Name of Foreign Limited Liability Company)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 25-1918445
(FEI number, if applicable)
4. March 11, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1925 E. Edgewood Drive, Suite 105
Lakeland, Florida 33803
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
James E. Carey, III
1925 E. Edgewood Drive, Suite 105
Lakeland, Florida 33803
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: To transact any and all lawful business


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James E. Carey, III

Typed or printed name of signer

2004 FEB 24 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Escapes Midwest, LLC

2. The name and the Florida street address of the registered agent and office are:

James E. Carey, III

(Name)

1925 E. Edgewood Drive, Suite 105


Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Lakeland

FL 33803

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

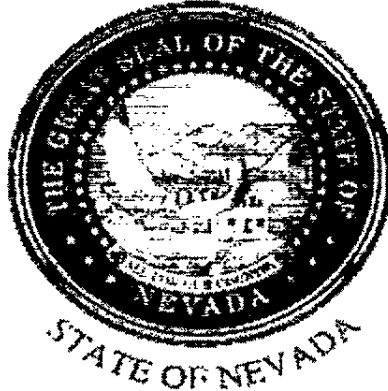
 AS CEO
(Signature)

2106 FEB 24 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts 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, **ESCAPES MIDWEST, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 11, 2004, 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 on February 14, 2006.



DEAN HELLER
Secretary of State

By

Certification Clerk