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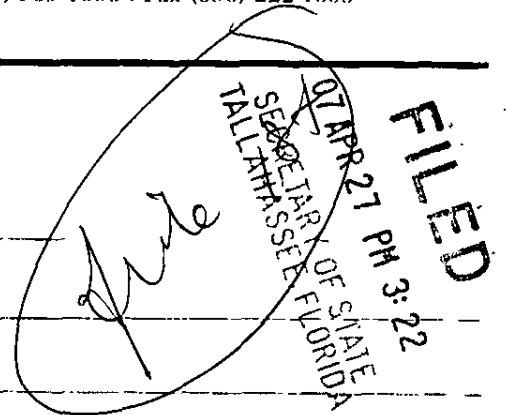
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1.

Magic Johnson Travel Group LP, LLC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. MAGIC JOHNSON TRAVEL GROUP GP, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-5917517
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 26, 2006 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 201 South Biscayne Boulevard, Suite 2800
Miami, FL 33131
(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:

Please see Attachment 1 for list of managers.

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: _____

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.)

DANILLO Cummings
Typed or printed name of signer

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TALLAHASSEE, FLORIDA

ATTACHMENT 1

MAGIC JOHNSON TRAVEL GROUP GP, LLC – MANAGERS

| | |
|--|--|
| Michael Drever 400-1055 West Hastings Street Vancouver, British Columbia V6E 2E9 | Matthew Eichhorst 400-1055 West Hastings Street Vancouver, British Columbia V6E 2E9 |
| Michelle Kassner 69 Springs Street Ramsey, New Jersey 07446 | Cathy Pelaez 69 Springs Street Ramsey, New Jersey 07446 |
| Earvin Johnson, Jr. 9100 Wilshire Blvd., Suite 700 East Tower Beverly Hills, California 90212 | Mark Scoggins 9100 Wilshire Blvd., Suite 700 East Tower Beverly Hills, California 90212 |
| Adam Goldstein 1050 Caribbean Way Miami, Florida 33132 | Lisa Bauer 1050 Caribbean Way Miami, Florida 33132 |
| Danilo Cummings 201 South Biscayne Boulevard, Suite 2800 Miami, Florida 33131 | |

**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:

MAGIC JOHNSON TRAVEL GROUP GP, LLC

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

David A. Beyer

(Name)

c/o DLA Piper US LLP, 101 E. Kennedy Blvd.,

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

Suite 2000, Tampa FL 33602

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.


(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGIC JOHNSON TRAVEL GROUP GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2007.

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

4226071 8300

070476081



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5622854

DATE: 04-25-07