

1198000001324

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

800002667008-5
-10/19/98-01089-006
****285.00 ****285.00

CORPORATION(S) NAME

0111
00189-00647-00671

Epic Marketing, LLC

W98-23689

98 OCT 19 PM 11:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" 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 | | |

Name Availability	Matt
Document Examiner	Matt
Updater	Matt
Verifier	Matt
Acknowledgment	Matt
W.P. Verifier	Matt

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

10/19
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 19, 1998

CT CORPORATION SYSTEM

SUBJECT: EPIC MARKETING, LLC
Ref. Number: W98000023689

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We have received your document for EPIC MARKETING, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 798A00051569

ATTN: Michelle Hodges

Please backdate & file.

Thank you! Hope - CT Tallahassee

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98 NOV 12 AM 11:21

RESOLUTION OF MEMBERS

(Please print or type)

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98 OCT 19 PM 1:21I, the undersigned Thomas F. Flatley, do hereby certify
(Name)that this Resolution of the Members of Epic Marketing, LLC(Limited Liability Company Name)a corporation duly organized and existing under the laws of the State of Delaware,was duly adopted on October 22, 19 98.Be it resolved, that Epic Marketing, LLC
(Limited Liability Company Name)organized and existing in the State of Delaware, hereby adopts the nameEpic Resorts Marketing, LLC for use in Florida.Dated: October 22, 1998
Signature of either Chairman, Vice Chairman or any officerThomas F. Flatley
Type or print name

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

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

1. Epic Marketing, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. October 5, 1998
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1150 First Avenue, Suite 900
King of Prussia, PA 19406
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>Epic Resorts, LLC</u>	<u>MGRM</u>	_____	_____
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<u>1150 First Avenue, Suite 900</u>		_____	
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<u>King of Prussia, PA 19406</u>		_____	
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Filing Fee: \$ 52.50 for Application

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPIC MARKETING, 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 ELEVENTH DAY OF NOVEMBER, A.D. 1998.

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

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Edward J. Freel, Secretary of State

2951714 8300

AUTHENTICATION: 9399424

981433849

DATE: 11-11-98

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Epic Marketing, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(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.

C T CORPORATION SYSTEM

By: _____

(Signature)

October 7, 1998

(Date)

Gil S. Apelis, Asst. Secretary

FILING FEE: \$ 35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Epic Marketing, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 25,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,000 . This total includes amounts from 2 and 3 above.



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

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Filing Fee: \$ 52.50 for Affidavit

SCHEDULE OF PROPERTY CONTRIBUTED TO EPIC MARKETING, LLC

1. Administration Office
Winter Garden, FL
(1 year lease)
2. Telemarketing Centers
Orange City, FL
Deland, FL
3. Office Equipment
Personal Computers
Printers
Network Server
Telephones
Copy Machine
Fax Machines
Miscellaneous office furniture
4. Goodwill and Intangibles related to travel business
5. Inventory of printed travel information packages

TOTAL VALUE: \$25,000

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