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Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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****250.00 ****250.00

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*****35.00 *****35.00

Resort Investment, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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RESORT INVESTMENT, LLC

WRITTEN CONSENT OF MANAGING MEMBER

Pursuant to Section 18-404(d) of the Limited Liability Company Act of the State of Delaware, the undersigned, being the managing member (the "Managing Member") of Resort Investment, LLC, a Delaware limited liability company (the "Company"), hereby consents in writing, in lieu of a meeting, to the adoption of the following resolutions:

WHEREAS, the Company desires to do business in the State of Florida and to register therein as a foreign limited liability company; and,

WHEREAS, the name "Resort Investment, LLC" is not available for use in the State of Florida; and,

WHEREAS, no fewer than two (2) members of a limited liability company are permitted in the State of Florida;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company hereby adopts the name Epic Resort Investment, LLC, for its use in the State of Florida; and,

RESOLVED FURTHER, that the Company is authorized to file as a foreign limited liability company in the State of Florida under the name Epic Resort Investment, LLC; and

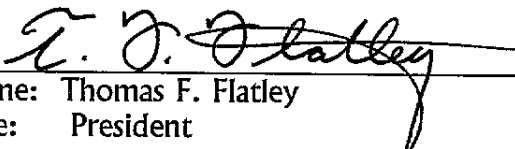
RESOLVED FURTHER, that for due consideration, receipt of which is hereby acknowledged, a member interest ownership in the Company in the amount of 1.00% is issued to Epic Membership Corp., a Delaware corporation; and,

RESOLVED FURTHER, that any officer of the Company, or his authorized designee is hereby empowered and duly authorized to do all things necessary to effectuate the completion and intent of this resolution.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 10th day of June, 1999.

RESORT INVESTMENT, LLC

SEAL

By: 
Name: Thomas F. Flatley
Title: President

**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. RESORT INVESTMENT, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. DELAWARE 3. 23-2971531
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JUNE 26, 1998 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON FOREIGN REGISTRATION
(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)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>EPIC RESORTS, LLC</u>	<u>MGRM</u>	<u>SCOTT J. EGELKAMP</u>	<u>MGR</u>
<u>1150 FIRST AVENUE, SUITE 900</u>		<u>1150 FIRST AVENUE, SUITE 900</u>	
<u>KING OF PRUSSIA, PA. 19406</u>		<u>KING OF PRUSSIA, PA. 19406</u>	
<u>THOMAS F. FLATLEY</u>	<u>MGR</u>	_____	_____
<u>1150 FIRST AVENUE, SUITE 900</u>		_____	
<u>KING OF PRUSSIA, PA. 19406</u>		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**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:

RESORT INVESTMENT, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida street address (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

Korri A Behler

(Signature)

KORRI A. BEHLER
Special Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

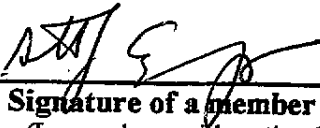
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Resort Investment, LLC

_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.00 ;
(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.)

SCOTT J. EGELKAMP, Manager

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

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 "RESORT INVESTMENT, 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 EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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JUN 15 PM 2:10
SECRETARY OF STATE
DELAWARE



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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