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JUDITH A. NAVE
PARALEGAL

August 1, 2002

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Resort Management Associates, LLC.

600006912086--7
-08/06/02--01018--013
***3275.00 ***3275.00

Dear Sir or Madam:

Enclosed are the following to qualify the above-referenced company in Florida:

1. Original and one copy of the Application for Authority
2. Designation of Agent executed by CT Corporation System (This is a document that CT faxed to me, as I was advised that your office did not require an original)
3. Certificate of Existence from the Secretary of State of South Carolina
4. Check in the amount of \$3,275.00 to cover (i) the \$3,150.00 in penalties and past due UBR fees and (ii) the \$125.00 filing fee.

Please qualify the company and send the evidence of same to me in the enclosed Federal Express envelope using the completed airbill that has the charges billed to this firm.

Thank you for handling the filing. Please let me know if you have any questions.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.

Judith A. Nave
Judith A. Nave
Paralegal

Enclosures

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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OK
125-CF
3150-Penalty

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. Resort Management Associates, LLC
(Name of foreign limited liability company)

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

3. 62-1740580
(FEI number, if applicable)

4. May 26, 1998
(Date of Organization)

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

6. October 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 215 Celebration Place, Ste. 200
Celebration, Florida 34747
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

Wilson Greene, Ste. 200, 215 Celebration Place, Celebration, Florida 34747

Jeffery B. Davis, Ste. 200; 215 Celebration Place, Celebration, Florida 34747

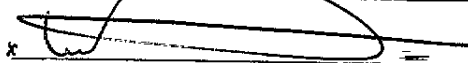
Jim Mataska, Ste. 200, 215 Celebration Place, Celebration, Florida 34747

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 25 5 09 AM '01
FILED

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:

Real Estate Sales and Marketing



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.)

Wilson Greene

Typed or printed name of signee

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 Management Associates, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 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 as provided for in Chapter 608, F.S.

CT Corporation System

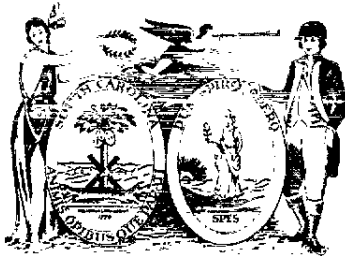
Dale W. Morris
(Signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

- \$ 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
TALLAHASSEE, FLORIDA
02 AUG -5 AM 9:30
FILED

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

RESORT MANAGEMENT ASSOCIATES, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on May 26th, 1998, with a duration that is at will, has as of this date filed all reports due this office, including its most recent annual report as required by section 33-44-211, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 29th day of
July, 2002.

A handwritten signature in black ink that reads "Jim Miles". The signature is written in a cursive style and is positioned above a horizontal line.

Jim Miles, Secretary of State