

305R



0000117318

ORIGINAL

RECEIVED

BEFORE THE ARIZONA CORPORATION COMMISSION

2003 JUL 10 P 4: 57

COMMISSIONERS

MARC SPITZER, Chairman  
JIM IRVIN  
WILLIAM A. MUNDELL  
JEFF HATCH-MILLER  
MIKE GLEASON

Arizona Corporation Commission  
**DOCKETED** ARIZONA CORPORATION COMMISSION  
DOCUMENT CONTROL

JUL 10 2003

DOCKETED BY *CR*

**In the matter of:**

**YUCATAN RESORTS, INC., d/b/a**  
**YUCATAN RESORTS, S.A.,**  
3222 Mishawaka Avenue.  
South Bend, IN 46615;  
P.O. Box 2661  
South Bend, IN 46680;  
Av. Coba #82 Lote 10, 3er. Piso  
Cancun, Q. Roo  
Mexico C.P. 77500

**DOCKET NO. S-03539A-03-0000**

**RESORT HOLDINGS**  
**INTERNATIONAL, INC., d/b/a**  
**RESORT HOLDINGS**  
**INTERNATIONAL, S.A.,**  
3222 Mishawaka Avenue  
South Bend, IN 46615;  
P.O. Box 2661  
South Bend, IN 46680;  
Av. Coba #82 Lote 10, 3er. Piso  
Cancun, Q. Roo  
Mexico C.P. 77500

**SECURITIES DIVISION'S RESPONSE TO  
RESPONDENTS YUCATAN RESORTS,  
INC. AND RESORT HOLDINGS  
INTERNATIONAL, INC.'S MOTION TO  
DISMISS FOR LACK OF PERSONAL  
JURISDICTION**

**WORLD PHANTASY TOURS, INC.,**  
**a/k/a MAJESTY TRAVEL**  
**a/k/a VIAJES MAJESTY**  
Calle Eusebio A. Morales  
Edificio Atlantida, P Baja  
APDO, 8301 Zona 7 Panama,

**MICHAEL E. KELLY and LORI KELLY,**  
husband and wife,  
3222 Mishawaka Avenue.  
South Bend, IN 46615;  
P.O. Box 2661  
South Bend, IN 46680

Respondents.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26



1 jurisdiction if 1) Respondents caused an event to occur in the forum state out of which the claim  
2 arises or relates; 2) Respondents had sufficient minimum contacts with the forum state; and 3) the  
3 exercise of jurisdiction over the Respondents is reasonable under the circumstances. *Williams*, 199  
4 Ariz. at 3; *Rollin v. William V. Frankel & Co., Inc.*, 196 Ariz. 350, 353-54 (App.2000). In this  
5 instance, the evidence readily establishes a basis to exercise jurisdiction over both Respondents.

6 ***The Securities Division's allegations in this matter arise out of or relate***  
7 ***to Respondents' Contacts with this forum***

8 The relationship between the Securities Division's TOCD and the Respondents' contacts in  
9 this state is hardly in question. The Securities Division brought an action against Respondents  
10 precisely because of Respondents' Universal Lease involvement within Arizona. Indeed,  
11 Respondents' contact within this state was uniformly predicated upon establishing, promoting and  
12 selling their Universal Lease program. Because this Universal Lease program is the primary focus  
13 of the Securities Division's action against Respondents, the TOCD has everything to do with  
14 Respondents' contacts.

15 ***Respondents have had sufficient minimum contacts with this forum***  
16 ***to confer jurisdictional authority to the Commission***

17 To determine whether minimum contacts exist between the forum state and a non-resident  
18 defendant, the court must examine whether the defendant purposefully created contacts in the  
19 forum state or whether the defendant purposefully directed its activities towards the forum's  
20 residents. *Batton v. Tennessee Farmers Mutual Ins. Co.*, 153 Ariz. 268, 271 (1987); *Burger King*  
21 *Corp. v. Rudzewicz*, 471 U.S. 462, 472 (1985). As the evidence amply demonstrates, Respondents  
22 both purposefully created contacts in Arizona and directed their Universal Lease activities towards  
23 the residents of this state.

24 **I. Resort Holdings International, Inc.**

25 According to Michael E. Kelly's sworn declarations, Resort Holdings international, Inc.  
26 ("RHI") has simply had no associations with the state of Arizona. In fact, several official documents

1 and company materials starkly contradict this claim. More importantly, this documentary evidence  
2 serves to demonstrate RHI's numerous contacts with the state of Arizona.

3 Kelly maintains that RHI has never transacted business in Arizona, and has never maintained  
4 any agents in Arizona, including a registered agent for service of process. These claims fall flat in  
5 light of the fact that Kelly and RHI filed an application for authority to conduct business in Arizona  
6 on September 19, 2001, and that RHI's statutory agent in Arizona is Lexis Document Services, Inc.,  
7 located at 815 North 1st Avenue in Phoenix. *See Exhibit A*. In making these filings with the Arizona  
8 Corporation Commission, RHI purposefully created contacts in Arizona.

9 Kelly's assertion that RHI has never employed any individual who offered or sold Universal  
10 Leases is equally dubious. RHI admitted to the Arizona Department of Real Estate, in the course of  
11 registering for a Time-share Public Report in Arizona, that RHI had "given authority to execute  
12 leases in (*sic*) behalf of RHI" to Yucatan Resorts, S.A. *See Exhibit B*, ¶5. RHI also admits to being  
13 the exclusive distributor of the Universal Lease program throughout North America. *See Exhibit C*.  
14 Based on this evidence, it is once again apparent that RHI has purposefully directed its activities  
15 towards Arizona residents.

## 16 II. Yucatan Resorts, Inc.

17 As with RHI, Kelly once again declares that there were insufficient contacts between  
18 Yucatan Resorts, Inc ("YRI") and Arizona to subject YRI to personal jurisdiction in this state. Yet,  
19 as before, several financial and company documents belie these assertions. Moreover, these  
20 documents plainly establish that YRI enjoyed sufficient minimum contracts with the state of  
21 Arizona so as to easily confer personal jurisdiction over this entity.

22 Although Kelly insists that YRI has never offered or sold any timeshare unit or Universal  
23 Lease within Arizona, financial records indicate that this claim is disingenuous. An Arizona  
24 investor (One Vision Children's Foundation) once gave its broker instructions to wire over  
25 \$1,000,000 for investment into the Universal Lease program. *See Exhibit D*. These monies were  
26 wired to a specific bank account in the National City Bank of Indiana. When YRI remitted a check

1 back to One Vision for “rental comp” and, some time later, two checks back due to a cancellation,  
2 it became apparent that the full amount of this one million dollar Universal Lease investment was  
3 wired directly to YRI’s bank account. *See Exhibit E (compare all bank account numbers)*. These  
4 banking transactions evidence the fact that although YRI may not have been physically making  
5 Universal Lease sales in Arizona, YRI certainly was receiving the proceeds of these sales.

6 YRI’s intimate involvement in the Universal Lease program is also demonstrated through  
7 the company’s own sales literature. As part of a Universal Lease packet provided to a prospective  
8 Arizona investor, the investor was given a form to allow the roll-over of the investor’s IRA savings  
9 into the Universal Lease program. This form clearly indicated that it was YRI, and not any other  
10 entity, that would be receiving the investor’s IRA funds in connection with his Universal Lease  
11 investment. *See Exhibit F*.

12 These exhibits amply demonstrate how YRI has purposefully directed its activities towards  
13 Arizona residents, and in doing so has enriched itself to the tune of millions of Arizona dollars. By  
14 availing itself of these privileges in this state, YRI has also submitted itself to the state’s  
15 jurisdictional authority.

16 ***The exercise of personal jurisdiction over Respondents is reasonable***  
17 ***under the circumstances***

18 The final jurisdictional consideration, that the maintenance of an action against  
19 Respondents in this state is fair and reasonable, is again easily satisfied under the circumstances of  
20 this case. Both Respondents are involved in a purported timeshare program that has raised millions  
21 of dollars from investors within Arizona, and in doing so Respondents have handsomely tapped  
22 into the resources of this state. This being the case, it certainly would not offend traditional notions  
23 of justice and fair play to expect Respondents to avail themselves of the jurisdictional authority of  
24 this state.

25 Still further, Respondents effectively represent the alter egos of other entities named in this  
26 action: Respondents share the same officer/director, use the same corporate headquarters, and

1 employ the same defense counsel as these other respondents. Under these circumstances,  
2 Respondents are plainly not exposed to any undue burden by appearing before the Commission.

3 ***Conclusion***

4 For all the foregoing reasons, the Securities Division respectfully submits that the  
5 Respondents motion to dismiss for lack of personal jurisdiction is without merit, and should be  
6 denied in full. Moreover, the Securities Division requests that the Temporary Order to Cease and  
7 Desist issued in this case remain effective against Respondents until a final adjudication of this  
8 matter is reached.

9  
10 RESPECTFULLY SUBMITTED this 10<sup>th</sup> day of July, 2003.

11 MARK SENDROW,  
12 Director of Securities

13 By \_\_\_\_\_  
14

15 Jamie B. Palfai

16 Attorney for the Securities Division of the  
17 Arizona Corporation Commission  
18  
19  
20

21 ORIGINAL AND THIRTEEN (13) COPIES of the foregoing  
22 filed this 10<sup>th</sup> day of July, 2003, with

23 Docket Control  
24 Arizona Corporation Commission  
25 1200 West Washington  
26 Phoenix, AZ 85007

27 COPY of the foregoing hand-delivered this  
28 10<sup>th</sup> day of July, 2003, to:

1 Mr. Marc Stern  
2 Hearing Officer  
3 Arizona Corporation Commission/Hearing Division  
4 1200 West Washington  
5 Phoenix, AZ 85007

6 COPY of the foregoing mailed  
7 this \_\_\_ day of July, 2003, to:

8 Martin R. Galbut, Esq.  
9 Jeana R. Webster, Esq.  
10 Jeffrey D. Gardner, Esq.  
11 GALBUT & HUNTER, P.C.  
12 Camelback Esplanade, Suite 1020  
13 2425 East Camelback Road  
14 Phoenix, Arizona 85016  
15 Attorneys for Respondents Yucatan Resorts, Inc.,  
16 Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

17 Paul J. Roshka, Jr., Esq.  
18 Dax Watson, Esq.  
19 ROSHKA HEYMAN & DEWULF, P.L.C.  
20 400 East Van Buren Street, Suite 800  
21 Phoenix, Arizona 85004  
22 Attorneys for Respondents Michael and Lory Kelly

23 Joe Held, Esq.  
24 Elizabeth Yingling, Esq.  
25 BAKER & MCKENZIE  
26 2300 Trammell Crow Center  
2001 Ross Avenue, Suite 2300  
Dallas, Texas 75201  
Attorneys for Respondents Yucatan Resorts, Inc.,  
Yucatan Resorts S.A., RHI, Inc., and RHI, S.A.

By: 

**A**

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1385 West Washington  
Phoenix, Arizona 85007-2925

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1247

PROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. §10-202.D

**BRACKL Holdings International, Inc.**  
EXACT CORPORATE NAME

A. The any person serving either by election or appointment as officer, director, trustee, incorporator and person controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have occurred of a felony involving a violation in connection, common fraud or otherwise in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Have occurred of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or receipt of stolen or property in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Have or was subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate which such injunction, judgment, decree or permanent order:
  - (a) Involved the violation of fraud or deception provisions of the securities laws of that jurisdiction?; or
  - (b) Involved the violation of the customer fraud laws of that jurisdiction?; or
  - (c) Involved the violation of the contract or receipt of trade laws of that jurisdiction?

Yes    No X

B. IF YES, the following information MUST be attached:

1. Full name, prior names and aliases, if used.
2. Full birth name.
3. Present home address.
4. Four addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case.

C. The any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes    No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated. (b) Has its principal business.
4. Dates of corporation operation.
5. Date and case number of bankruptcy or date of revocation/dissolution/other dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalty of law, the undersigned incorporator(s) (officer(s)) declare(s) that I/they have examined this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. **THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.**

BY [Signature] BY \_\_\_\_\_  
 FRONT NAME Mrs. Kaye Hill FRONT NAME \_\_\_\_\_  
 TITLE President DATE \_\_\_\_\_ TITLE \_\_\_\_\_ DATE \_\_\_\_\_

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.  
CP: 0022 - Business Corporations  
Rev: 2/00

AZ. CORP. COMMISSION  
DELIVERED

SEP 19 2001

FILED BY *H. Gray-Charles*  
TERM \_\_\_\_\_  
DATE 9.19.01

RESORT HOLDINGS INTERNATIONAL, INC.  
P-1002689-3

*9-28-01*  
*mt* ~~*X*~~

**DO NOT FOLD OR  
TEAR SECTION**

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name, attach Declaration of Trademark Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be assented by the corporation Secretary.

2. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

3. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

**CORP. COMMISS:  
DELIVERED**

**SEP 14 2001**

**FILED BY**  
**TERM** S. Sandoz **APPLICATION FOR AUTHORITY**  
**DATE** 9/17/01 **TO TRANACT BUSINESS**  
**IN ARIZONA**

The name of the corporation is: Resort Holdings International, Inc.  
A(n) Nevada Corporation  
(State, Province or Country)

- We are a foreign corporation applying for authority to transact business in the state of Arizona.
- We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1904 because we have changed the following in our domicile jurisdiction:
  - Our actual corporate name (or the name under which we originally obtained authority in Arizona).
  - The period of our duration.
  - The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:  
Resort Holdings International, Inc. OYAA

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:  
(PN)

2. The name of the state, province or country in which the foreign corporation is incorporated is:  
Nevada

3. The foreign corporation was incorporated on the 18 day of July  
1888 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:  
2533 North Carson Street  
Carson City, NV 89708

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:  
LEXIS Document Services Inc.  
818 N. 1st Avenue, Suite 4  
Phoenix, AZ 85003

**DO NOT FURNISH THIS SECTION**

5.b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

3.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 \_\_\_\_\_ or 5a. X

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

None

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Michael E. Kelly, President (title)  
2633 North Carson Street

Carson City, NV 89706

Michael E. Kelly, Secretary (title)  
2633 North Carson Street

Carson City, NV 89706

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

8. The total number of authorized shares cannot be "zero" or "NA". Include authorized, not issued shares in this section.

The foreign corporation is authorized to issue 25,000 shares, itemized as follows: (Attach additional sheets if necessary.)

25,000 shares of Common (class or series) stock at NPV no par value or par value of \$ \_\_\_\_\_ per share.

\_\_\_\_\_ shares of \_\_\_\_\_ (class or series) stock at \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

\_\_\_\_\_ shares of \_\_\_\_\_ (class or series) stock at \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

\_\_\_\_\_ shares of \_\_\_\_\_ (class or series) stock at \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

**DO NOT PUBLISH THIS SECTION**

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, enclosing the check.

9. The foreign corporation has issued 25,000 shares, (classified as follows):  
25,000 shares of Common (class or series) stock at NPV no par value or par value of \$ \_\_\_\_\_ per share.  
\_\_\_\_\_ shares of \_\_\_\_\_ (class or series) stock at \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.  
\_\_\_\_\_ shares of \_\_\_\_\_ (class or series) stock at \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

10. The character of business the foreign corporation intends to conduct in Arizona is: Resort management

DATED this 10<sup>th</sup> day of September, 2001  
Resort Holdings International, Inc.

(Name of Corporation)  
Executed by [Signature]  
Duly Authorized Officer or Director

Michael King President  
(print name) (title)

PHONE \_\_\_\_\_ FAX \_\_\_\_\_  
(optional) (optional)

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 18 day of July, 2001

[Signature]  
Signature

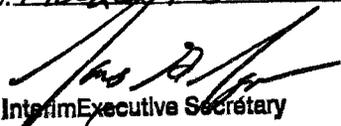
Mary Jo Parale, Assistant Secretary  
(Print Name)

LEXIS DOCUMENT SERVICES, INC.



STATE OF ARIZONA  
CORPORATION COMMISSION

I hereby certify this to be a true  
and complete copy of the document filed  
in this office and admitted to record in  
File No. E1002687-3

  
Interim Executive Secretary

Dated: July 10, 2003 By: Melissa C. Hawkins



**STATE OF ARIZONA**  
**WEB FORM CORPORATION COMMISSION**  
**COPY CORPORATION ANNUAL REPORT**  
**& CERTIFICATE OF DISCLOSURE**



**DUE ON OR BEFORE** 09/19/2002

FY02-03

**FILING FEE** \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A & 10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. **REFER TO THE INSTRUCTIONS ON PAGE 4.**

**RECEIVED**

FEB 24 2003

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

1. F-1002689-3  
 RESORT HOLDINGS INTERNATIONAL, INC.  
 % LEXIS DOCUMENT SERVICES INC  
 815 N 1ST AVE #4  
 PHOENIX, AZ 85003

\* DELINQUENT ANNUAL REPORT 01/16/2003; CONTACT THE COMMISSION AT 602-542-3285!

Business Phone: \_\_\_\_\_ (Business phone is optional.)  
 State of Domicile: NEVADA      Type of Corporation: BUSINESS

2. Statutory Agent: LEXIS DOCUMENT SERVICES INC      Physical Address, If Different.  
 Mailing Address: 815 N 1ST AVE #4      Physical Address:  
 City, State, Zip: PHOENIX, AZ 85003      City, State, Zip:

ACC USE ONLY	
Fee	\$ 45
Penalty	\$ 54
Reinstate \$	_____
Expedite \$	_____
Resubmit \$	_____

2 APR 2-27-03

*Use this box only if appointing a new Statutory Agent*

*If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below.*

*I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.*

\_\_\_\_\_  
 Signature of new Statutory Agent

3. Secondary Address: 2533 N CARSON ST  
 CARSON CITY, NV 89706

**(Foreign Corporations are REQUIRED to complete this section.)**

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

- | BUSINESS CORPORATIONS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | NON-PROFIT CORPORATIONS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> 1. Accounting<br><input type="checkbox"/> 2. Advertising<br><input type="checkbox"/> 3. Aerospace<br><input type="checkbox"/> 4. Agriculture<br><input type="checkbox"/> 5. Architecture<br><input type="checkbox"/> 6. Banking/Finance<br><input type="checkbox"/> 7. Barbers/Cosmetology<br><input type="checkbox"/> 8. Construction<br><input type="checkbox"/> 9. Contractor<br><input type="checkbox"/> 10. Credit/Collection<br><input type="checkbox"/> 11. Education<br><input type="checkbox"/> 12. Engineering<br><input type="checkbox"/> 13. Entertainment<br><input checked="" type="checkbox"/> 14. General Consulting<br><input type="checkbox"/> 15. Health Care<br><input type="checkbox"/> 16. Hotel/Motel<br><input type="checkbox"/> 17. Import/Export<br><input type="checkbox"/> 18. Insurance<br><input type="checkbox"/> 19. Legal Services | <input type="checkbox"/> 20. Manufacturing<br><input type="checkbox"/> 21. Mining<br><input type="checkbox"/> 22. News Media<br><input type="checkbox"/> 23. Pharmaceutical<br><input type="checkbox"/> 24. Publishing/Printing<br><input type="checkbox"/> 25. Ranching/Livestock<br><input type="checkbox"/> 26. Real Estate<br><input type="checkbox"/> 27. Restaurant/Bar<br><input type="checkbox"/> 28. Retail Sales<br><input type="checkbox"/> 29. Science/Research<br><input type="checkbox"/> 30. Sports/Sporting Events<br><input type="checkbox"/> 31. Technology(Computers)<br><input type="checkbox"/> 32. Technology(General)<br><input type="checkbox"/> 33. Television/Radio<br><input type="checkbox"/> 34. Tourism/Convention Services<br><input type="checkbox"/> 35. Transportation<br><input type="checkbox"/> 36. Utilities<br><input type="checkbox"/> 37. Veterinary Medicine/Animal Care<br><input type="checkbox"/> 38. Other _____ |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> 1. Charitable<br><input type="checkbox"/> 2. Benevolent<br><input type="checkbox"/> 3. Educational<br><input type="checkbox"/> 4. Civic<br><input type="checkbox"/> 5. Political<br><input type="checkbox"/> 6. Religious<br><input type="checkbox"/> 7. Social<br><input type="checkbox"/> 8. Literary<br><input type="checkbox"/> 9. Cultural<br><input type="checkbox"/> 10. Athletic<br><input type="checkbox"/> 11. Science/Research<br><input type="checkbox"/> 12. Hospital/Health Care<br><input type="checkbox"/> 13. Agricultural<br><input type="checkbox"/> 14. Animal Husbandry<br><input type="checkbox"/> 15. Homeowner's Association<br><input type="checkbox"/> 16. Professional, commercial Industrial or trade association<br><input type="checkbox"/> 17. Other _____                                                                                                                                             |

**5. CAPITALIZATION:** (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**. PLEASE PRINT OR TYPE CLEARLY.

Number of Shares/Certificates Authorized                      Class                      Series Within Class (if any)

25,000                      COMMON STOCK

Number of Shares/Certificates Issued                      Class                      Series Within Class (if any)

100                      COMMON STOCK

**6. SHAREHOLDERS:** (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. PLEASE PRINT OR TYPE CLEARLY.

**NONE**  Name: \_\_\_\_\_ Name: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

**7. OFFICERS** PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: MICHAEL E. KELLY Name: \_\_\_\_\_

Title: PRESIDENT, SECRETARY, TREASURER Title: \_\_\_\_\_

Address: 2533 N. CARSON STREET Address: \_\_\_\_\_

CARSON CITY, NV 89706

Date taking office: 7-16-99 Date taking office: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

**8. DIRECTORS** PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: MICHAEL E. KELLY Name: \_\_\_\_\_

Address: 2533 N. CARSON STREET Address: \_\_\_\_\_

CARSON CITY, NV 89706

Date taking office: 7-16-99 Date taking office: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Date taking office: \_\_\_\_\_ Date taking office: \_\_\_\_\_

**9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)**

Nonprofit corporations **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

**9A. MEMBERS (A.R.S. § 10-11622.A.6) Only Nonprofit Corporations must answer this question.**

This corporation **DOES**  **DOES NOT**  have members.

**10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)**

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:  
[Underlined portion pertains to business corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
  - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
  - (b) the consumer fraud laws of that jurisdiction, or
  - (c) the antitrust or restraint of trade laws of that jurisdiction?

**One box must be marked:** YES  NO

If "YES", the following information **must be submitted** as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- |                                                             |                                                                                                                                                                             |
|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Full name and prior names used.                          | 5. Date and location of birth.                                                                                                                                              |
| 2. Full birth name.                                         | 6. Social Security Number                                                                                                                                                   |
| 3. Present home address.                                    | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). |                                                                                                                                                                             |

**11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.02, 10-1623 & 10-11623)**

- A) Has the corporation filed a petition for bankruptcy or appointed a receiver? **One box must be marked:** YES  NO
- B) Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation? [Underlined portion pertains to business corporations only]

**One box must be marked:** YES  NO

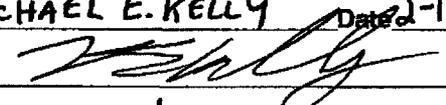
If "YES" to A and/or B, the following information **must be submitted** as an attachment to this report for each person subject to the statement above.

1. The names and addresses of each corporation and the person or persons involved (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business
3. The dates of corporate operation
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed
6. Name and address of court appointed receiver

**12. SIGNATURES:** Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of law that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name MECHAEL E. KELLY Date 2-19-03 Name \_\_\_\_\_ Date \_\_\_\_\_

Signature  Signature \_\_\_\_\_

Title DIRECTOR / PRESIDENT Title \_\_\_\_\_

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)



STATE OF ARIZONA  
CORPORATION COMMISSION

I hereby certify this to be a true  
and complete copy of the document filed  
in this office and admitted to record in  
File No. F-1002687-3

  
Interim Executive Secretary

Dated: July 10, 2003 By: Melissa M. Henderson

**B**

RESORT HOLDINGS INTERNATIONAL  
2533 NORTH CARSON STREET  
CARSON CITY, NV 89706

JUNE 11, 2001

STATE OF ARIZONA  
DEPARTMENT OF REAL ESTATE  
400 WEST CONGRESS, SUITE 523  
TUSCON, ARIZONA 85701  
ATTN: BILL LUCAS

IN RE: RESPONSE TO DEFICIENCY NOTICE: REGISTRATION No. DM01-027605

DEAR BILL,

IT WAS NICE MEETING YOU ON THE TELEPHONE THIS MORNING AND GETTING CLARIFICATION ON SOME OF THE ISSUES YOU RAISED IN YOUR LETTER TO MIKE KELLY DATED JUNE 6, 2001.

AS TO ITEM 1, ENCLOSED FIND BETTER THAN A MAP, BUT AN ACTUAL AERIAL PHOTO OF THE BACCARA SHOWING THE RELATIONSHIP OF THE POOL TO THE REST OF THE BUILDING AND TO THE CARRIBEAN SEASHORE.

IN ANSWER TO ITEM 2, RESORT HOLDINGS INTERNATIONAL, INC. IS DBA YUCATAN INVESTMENTS S.A. DE CIV. IN MEXICO. THE PREVIOUS OWNER HAD USED THIS NAME AND FOR CONTINUITY PURPOSES WE ADOPTED IT.

AS TO ITEM 3, I AM THE ONE WHO MADE THE ERROR IN CALCULATIONS. WE HAVE 16 UNITS REGISTERED WITH THE STATE OF QUINTANA ROO AND THIS IS THE NUMBER WE ARE APPLYING FOR APPROVAL THROUGH ARIZONA.

AS TO ITEM 4 WHICH RELATES TO YUCATAN RESORTS S. A. DE CIV. THIS IS WHO WE HAVE CONTRACTED WITH FOR MANAGEMENT AND HAVE GIVEN AUTHORITY TO EXECUTE LEASES IN BEHALF OF RESORT HOLDINGS INTERNATIONAL, INC. DBA YUCATAN INVESTMENTS S.A. DE CIV.

FINALLY, AS TO ITEM 5, WE HAVE AVOIDED AN EXCHANGE PROGRAM AS IT DOES NOT FIT OUR MARKETING PROGRAM. IF THIS CHANGES, WE WILL CERTAINLY AMMEND OUR FILING.

IF I CAN BE OF FURTHER ASSISTANCE, FEEL FREE TO CALL ME AT 888-838-0533. OUR TIME HERE IS EQUAL TO CST. YOU PROBABLY WILL HAVE TO DIAL THE NUMBER SEVERAL TIMES TO GET THROUGH. IT IS ALWAYS BUSY!

SINCERELY,

  
TOM WASHBURN,  
RESORT HOLDINGS INTERNATIONAL, INC.

**C**

WELCOME TO RESORT HOLDINGS INTERNATIONAL, A PRIVATELY HELD, LEADING INTERNATIONAL RESORT DEVELOPMENT AND LEASING COMPANY OF EXCLUSIVE VACATION PROPERTIES

*We are committed to provide our clients with quality leases and vacation ownership opportunities through strategic development decisions throughout international and domestic markets. Utilizing strong market research and sound investment decisions, RHI strives to offer its leaseholder the opportunity to enjoy the vacations of a lifetime.*

*Resort Holdings International, Inc., is the exclusive distributor throughout North America for the Resort Holdings International S.A. Universal Lease Program. Resort Holdings International Corp. has an exclusive agreement with Resort Holdings International S.A. to market Avalon vacation properties in the leading international tourist destinations.*

*Resort Holdings International has developed an innovative lease program utilizing Exclusive Vacation Destinations. Starting immediately, you can **USE** your new Universal Lease vacation unit, **RENT** your new Universal Lease vacation unit, or **HIRE** an Independent Third Party Management Company and have them **RENT** your Universal Lease vacation unit for you and you receive the rental income from your Universal Lease.*

**THE CHOICE IS YOURS. USE IT. RENT IT. OR HIRE AN INDEPENDENT THIRD PARTY MANAGEMENT COMPANY.**

**D**

# **Confidential Information**

# **Confidential Information**

# **Confidential Information**

**E**



ACC001740  
ONE VISION

## Universal Lease Management Agreement

This Agreement shall govern the rental, collection and servicing responsibilities with respect to the Lease entered into by ONE VISION CHILDREN'S FOUNDATION hereafter referred to as the "Client" and World Phantasy Tours, Inc. dba Viajes Majesty, hereafter referred to as "Servicer" as of month JAN day 21 year 2002.

### Statement of Agreement

In consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Client and Servicer agree as follows:

1. APPOINTMENT OF AND ACCEPTANCE BY THE SERVICER OF SERVICING OBLIGATIONS.

- (a) The Servicer, on behalf of Client, shall during the term of this Agreement rent, manage, administer, and collect on behalf of the Leaseholder all rental income arising under the Lease. The servicer shall exercise discretionary powers involved in such management, administration and collection, and shall bear all costs and expenses incurred in connection therewith that may be necessary or advisable in carrying out this Agreement. In the rental, management, administration and collection of the Lease, the Servicer shall use at least the same care and apply the same policies that it would exercise if it owned the Lease.
- (b) The Servicer shall have full power and authority to do those things in connection with such servicing, administration and collection activities which it may deem necessary or desirable in order to maximize the Rental. The Servicer is authorized and empowered to execute and deliver, on behalf of Client, instruments of satisfaction or cancellation, or of partial or full release or discharge, or other comparable instruments, in order to evidence payments received with respect to the Rental. Client shall furnish the Servicer with powers of attorney and other documents necessary or appropriate as required by the Servicer to enable the Servicer to carry out its servicing and administrative duties hereunder.

2. TERM. This Agreement shall commence as of the date first written above and shall continue until terminated upon 30 days written notice by either party to other.

3. (a) COMPENSATION. The Servicer guarantees rental of the vacation unit at 80% of the Resort's published rack rates. In the event this Agreement terminates, either at the election of the Servicer as provided herein, or of the Client as permitted hereunder upon the occurrence of an event of default by the Servicer, prior to the time the Lease has been expired, the Servicer will not be entitled to further Servicing Fees.

4. REPRESENTATIONS AND WARRANTIES OF THE SERVICER. The Servicer represents and warrants to Clients as follows:

- (a) ORGANIZATION AND GOOD STANDING.. Servicer is a corporation duly organized, validly existing and in good standing under the laws of its country of incorporation, and has full corporate power, authority and legal right to own its properties and conduct its business as such properties are presently owned and such business is presently contemplated, and to execute, deliver and perform its obligations under this Agreement.
- (b) DUE QUALIFICATION. The Servicer is duly qualified and has registered as a foreign corporation where such qualification is required in order to perform its obligations pursuant to this Agreement and has obtained all necessary licenses, approvals or consents as are required under applicable law to perform its duties hereunder.

# World Phantasy Tours

## Addendum To Universal Lease Servicing Agreement

Lessor: \_\_\_\_\_ Date: 1-21-02

Lease Holder: ONE VISION CHILDREN'S FOUNDATION

Lease #: \_\_\_\_\_ Unit #: \_\_\_\_\_ Week #: \_\_\_\_\_

### Compensation Addendum

- 3(a) The Servicer agrees to assume all responsibility for renting the Leaseholder's vacation unit. The Servicer will pay the Leaseholder for the rental of their vacation unit, based on 80% of the Resort's published rack rate, 60% of the amount collected by the servicing company for the rental of the vacation unit  Monthly,  Quarterly,  Annual, or  Accumulate. The following amount to be paid for the Leaseholder's unit the first year is \$ \_\_\_\_\_. The Servicer further offers to purchase the Lease from the Leaseholder at Leaseholder's purchase amount at such time the Leaseholder wants to sell the Lease beginning the 25th month of the Lease and will pay the Leaseholder a 5% per year premium upon the purchase of the Lease. Once this selection has been agreed upon and approved, it is irreversable by servicer or leaseholder unless mutually agreed upon.
- 3(b) The Servicer agrees to assume all the responsibility for renting the Leaseholder's vacation unit. The Servicer will pay the Leaseholder for the rental of their vacation unit  Monthly,  Quarterly,  Annual, or  Accumulate. The following annual amount for the Leaseholder's unit is \$ \_\_\_\_\_. The Servicer further offers to purchase the Lease from the Leaseholder at Leaseholder's purchase amount at such time the Leaseholder wants to sell the Lease beginning the 25th month of the Lease and will pay the Leaseholder a 5% per year premium upon the purchase of the Lease. Once this selection has been agreed upon and approved, it is irreversable by servicer or leaseholder unless mutually agreed upon.
- 3(c) The Servicer agrees to assume all the responsibility for renting the Leaseholder's vacation unit and in return, the Leaseholder will receive 6% of the Lease's purchase price annually. The Servicer further offers to purchase the Lease from the Leaseholder at Leaseholder's purchase amount at such time the Leaseholder wants to sell the Lease beginning the 25th month of the Lease and will pay the Leaseholder a 5% per year premium upon the purchase of the Lease. Rental income and purchase option to be paid  Monthly,  Quarterly,  Annual, or  Accumulate. Once this selection has been agreed upon and approved, it is irreversable by servicer or leaseholder unless mutually agreed upon.

(a)  Compensation (3a) - 60/40 as per original agreement (reference 3a of servicing agreement)

(b)  Compensation (3b) - Take rental income (as per item (b) (6%)) \$ \_\_\_\_\_ per year.

(c)  Compensation (3c) - Take rental income and option to purchase Lease earning you an equivalent of 11% (as per item (c)) \$ \_\_\_\_\_ per year.

See attached for  
Wiring instructions for  
Monthly income.

Hollister Mar  
(Leaseholder Signature)  
Accepted by: HOLLISTER MAR

(World Phantasy Tours)



# Majesty Travel

Lease Number: L3528A

One Vision Children's Foundation

One Vision Children's Foundation  
P.O. Box 27297  
Tempe, AZ 85285

Statement of Account  
Universal Lease Program

Date Report Printed: 06/01/2002  
Contract Date: 12/13/2001  
Expiration Date: 12/13/2026

Primary Telephone: 602-297-3003  
Primary Fax: 602-297-3030

## Contract Value(s)

<i>Transaction Type</i>	<i>Value</i>	<i>Date</i>
Initial Purchase:	\$700,000.00	12/13/2001
Current Lease Value*:	\$700,000.00	12/13/2001

## Majesty Rental Compensation Amount(s)

<i>Transaction Description</i>	<i>Accumulate</i>	<i>Amount Paid</i>	<i>Year-End</i>
Rental Compensation:	\$3,779.66	\$32,083.35	06/01/2002
Rental Compensation*:	\$3,779.66	\$32,083.35	06/01/2002

## Majestic Rental Option(s)

<i>Reason</i>	<i>Option</i>	<i>Rental</i>	<i>Purchase</i>	<i>Payment</i>	<i>Change</i>
Initial Contract	c	6.00%	5.00%	Monthly	12/13/2001

**Total Current Value\*:** \$ 703,779.66

\*This value may be subject to Surrender Fees, and  
subject to Final Audit

ACC001698  
ONE VISION



# Majesty Travel

Lease Number: L4253A

One Vision Children's Foundation

One Vision Children's Foundation  
P.O. Box 27297  
Tempe, AZ 85285

Statement of Account  
Universal Lease Program

Date Report Printed: 06/01/2002  
Contract Date: 01/26/2002  
Expiration Date: 01/26/2027

Primary Telephone: 602-297-3003  
Primary Fax: 602-297-3030

## Contract Value(s)

<i>Transaction Type</i>	<i>Value</i>	<i>Date</i>
Initial Purchase:	\$330,000.00	01/26/2002
Current Lease Value*:	\$330,000.00	01/26/2002

## Majesty Rental Compensation Amount(s)

<i>Transaction Description</i>	<i>Accumulate</i>	<i>Amount Paid</i>	<i>Year-End</i>
Rental Compensation:	\$430.96	\$12,100.00	06/01/2002
Rental Compensation*:	\$430.96	\$12,100.00	06/01/2002

## Majestic Rental Option(s)

<i>Reason</i>	<i>Option</i>	<i>Rental</i>	<i>Purchase</i>	<i>Payment</i>	<i>Change</i>
Initial Contract	c	6.00%	5.00%	Monthly	01/26/2002

**Total Current Value\*:** \$ 330,430.96

\*This value may be subject to Surrender Fees, and  
subject to Final Audit

ACC001697  
ONE VISION

Contract Number: 32.00363338.00

# **Confidential Information**

# **Confidential Information**

**F**



# **Universal Lease<sup>®</sup> Servicing Agreement**

## AUTHORIZATION TO TRANSFER NON-QUALIFIED FUNDS TO Yucatan Resorts Corp.

1. Funds Coming From: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Social Security Number

--	--	--

Phone: ( ) \_\_\_\_\_

Owner(s): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Contract Number / Acct.#: \_\_\_\_\_ Acct. / Plan Type \_\_\_\_\_

The undersigned hereby requests and directs that the following action be taken  
 in order to transfer the account/policy funds identified above.

2.	<b>Certificate of deposit</b> <input type="checkbox"/> Liquidate certificate of deposit on maturity date. <input type="checkbox"/> Liquidate certificate of deposit immediately I am aware of any penalty that may be imposed from an early withdrawal upon receipt of this request.
3.	<b>Mutual funds / stocks and bonds (signature guarantee required)</b> <input type="checkbox"/> Liquidate entire account (attach copy of recent statement) <input type="checkbox"/> Partial liquidation in the amount of \$ _____ (include specific instructions)
4.	<b>Money market account</b> <input type="checkbox"/> Liquidate entire account (attach copy of recent statement) <input type="checkbox"/> Partial liquidation in the amount of \$ _____
5.	<b>Life or annuity contract (non-qualified)</b> I am aware of any penalty that may be imposed from an early withdrawal upon receipt of this request. <input type="checkbox"/> Liquidate life or annuity contract # _____ <input type="checkbox"/> policy enclosed <input type="checkbox"/> Partial liquidation of life or annuity contract # _____ <input type="checkbox"/> policy enclosed <input type="checkbox"/> Certificate of lost contract: I/we certify that the numbered contract indicated on this form has been lost or destroyed and to the best of my/our knowledge and belief, is not in anyone's possession.

6. I am aware that I am responsible for payment of federal income tax on the taxable portion of this surrender and that I may be subject to tax penalties under estimated tax payment rules if my payments of estimated tax and withholding, if any, are not adequate. I am also aware of any surrender/withdrawal penalties which may apply, and I authorize the transaction described above.

**Please make check payable to Yucatan Resorts Corp.**

Dated at: \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
 (City, State)

Signature: \_\_\_\_\_ Signature: \_\_\_\_\_

Witness: \_\_\_\_\_ Signature Guarantee (if required): \_\_\_\_\_

**TO BE COMPLETED BY YUCATAN RESORTS**

7.	<b>Acceptance:</b> this is to certify that the above individual has applied for a universal lease. The authorized signature below certifies acceptance of the assignment and surrender of transfer of funds into a non-qualified account as instructed in this request. After deducting any sums as are permitted under the plan, please complete this transaction and send a copy of this form and a check (made payable to: Yucatan Resorts Corp. To: Processing office USA: P. O. Box 2661, 3222 Mishawaka Ave, South Bend, IN, 46680  By _____ Date _____  Title _____
----	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------