



F0000000 4453

ACCOUNT NO. : 072100000032

REFERENCE : 801969 4344659

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : August 17, 2000

ORDER TIME : 9:22 AM

ORDER NO. : 801969-015

CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East
777 South Flagler Drive
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 PM 2:03

FOREIGN FILINGS

300003365233 -- 7

NAME: RETAIL TRAVEL SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32317

RECEIVED
00 AUG 21 AM 10:48

CONTACT PERSON: Tamara Odom

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA.

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 AUG 20 03
PM 2:03

1. Retail Travel Services, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION or words or abbreviations or like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. "applied for"
(FEI number, if applicable)

4. August 7, 2000
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 3939 N.W. 25th Street
Miami, FL 33142
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box of Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FL

32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Bernard Klepach
Address: 3939 NW 25th Street
Miami, FL 33142

Director: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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DIVISION OF CORPORATIONS
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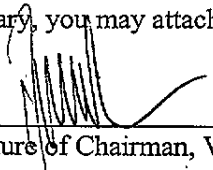
B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Bernard Klepach
Address: 3939 NW 25th Street
Miami, FL 33142

Secretary: Bernard Klepach
Address: 3939 NW 25th Street
Miami, FL 33142

Treasurer: Bernard Klepach
Address: 3939 NW 25th Street
Miami, FL 33142

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bernard Klepach, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

FILED STATE
DIVISION OF CORPORATIONS
00 AUG 21 PM 2:03

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RETAIL TRAVEL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3270669 8300

AUTHENTICATION: 0623192

001415606

DATE: 08-16-00