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November 13, 2008

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

World Travel Holdings, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 2008 NOV 13 A 11:08  
**FILED**

**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.

1. WORLD TRAVEL HOLDINGS, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 7, 2006 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10 Harbor Park Drive Port Washington, NY 11050  
(Principal office address)  
100 Sylvan Road, Suite 600 Woburn, MA 01801  
(Current mailing address)

8. holding company  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: United Corporate Services, Inc.  
Office Address: 9200 South Dadeland Blvd.- Suite 508  
Miami, Florida 33156  
(City) (Zip code)

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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.*

United Corporate Services, Inc.  
By: [Signature]  
(Registered agent's signature)  
ROBERT F. GILHOULEY - VICE PRESIDENT

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.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: SEE ATTACHMENT

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

**B. OFFICERS**

President: SEE ATTACHMENT

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13.

(Signature of Director or Officer listed in number 12 of the application)

14. JEFFREY TOLKIN, Co-CEO and Co-Chairman

(Typed or printed name and capacity of person signing application)

WORLD TRAVEL HOLDINGS, INC.  
ATTACHMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**DIRECTORS:**

Bradley J. Tolkin - Co-chairman  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Jeffrey D. Tolkin - Co-chairman  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Frank Cougentakis  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Theodore Ermogenous  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Jay Risher  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

**OFFICERS:**

Co-Chairman & Co-CEO: Bradley J. Tolkin  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Co-Chairman & Co-CEO: Jeffrey D. Tolkin  
c/o World Travel Holdings, Inc.  
10 Harbor Park Drive  
Port Washington, NY 11050

Secretary and Treasurer: Don Graff  
c/o World Travel Holdings, Inc.  
100 Sylvan Road, Suite 600  
Woburn, MA 01801

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD TRAVEL HOLDINGS, 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 TWELFTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WORLD TRAVEL HOLDINGS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6961337

DATE: 11-12-08