

F95000003570

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

95
00 22-030 AX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 646658 06901D

AUTHORIZATION : *Patricia Pizzato*

COST LIMIT : 970.00

ORDER DATE : July 24, 1995

ORDER TIME : 8:59 AM

ORDER NO. : 646658

800001544483

CUSTOMER NO: 06901D

CUSTOMER: Ms. Theresa Festa
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: WORLD VACATION TRAVEL LIMITED

XX PARTNERSHIP
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

95 JUL 25 AM 8:41
FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

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 Vacation Travel Limited, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 14, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. none
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o Curtis, Mallet-Prevost, Colt & Mosle Attn:William L. Bricker,
101 Park Avenue, 35th Floor, New York, New York 10178
(Current mailing address)
8. travel agency business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 25 AM 8:11

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc

Office Address: 1201 Navy Street Suite 105

Tallahassee, Florida, 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.

By: Merrill Wiener, Pres. V.P.
(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. Name and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: William L. Bricker, Jr.

Address: 101 Park Avenue, 35th Floor
New York, New York 10178

Treasurer: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 8:41

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. William L. Bricker, Jr. - Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD VACATION TRAVEL LIMITED" 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 TWENTIETH DAY OF JULY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 8:41



Edward J. Freel

Edward J. Freel, Secretary of State

2418728 8300

950162341

AUTHENTICATION: 7579667

DATE: 07-20-95

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0391
(904) 222-0391 FAX

800-311-0006

F9500003570



ACCOUNT NO. : 072100000032

REFERENCE : 646658 86901D

AUTHORIZATION :

Patricia Pizzato
Patricia Pizzato

COST LIMIT : 970.00

ORDER DATE : July 24, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 646658

CUSTOMER NO: 86901D

500001573505

CUSTOMER: Ms. Theresa Feata
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

DOMESTIC AMENDMENT FILING

NAME: WORLD VACATION TRAVEL LIMITED,
INC.
WORLD TOURISM, INC.

XXXX NEED CHANGES MADE THAT WERE DISCUSSED
WITH SUPERVISOR

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

*Affidavit
Amending
purpose*

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

[Signature]

FILED
95 AUG 21 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 AUG 29 11 08 08

August 21, 1995

C S C NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

use file date Resubmit

SUBJECT: WORLD VACATION TRAVEL LIMITED, INC.
Ref. Number: F95000003570

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

There are no provisions for changing the purpose in a profit foreign corporation. However, we will accept an affidavit signed by an officer in the corporation. The filing fee is \$35.00

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson - *Susan - approved*
Corporate Specialist Supervisor Letter Number: 895A00039091

CURTIS, MALLET-PREVOST, COLT & MOSLE

ATTORNEYS AND COUNSELLORS AT LAW

1801 K STREET, N.W., SUITE 1205L
WASHINGTON, D.C. 20006
TELEPHONE 202-462-7373
TELECOPIER 202-462-7333

2 HOUSTON CENTER
909 FANNIN STREET, SUITE 3725
HOUSTON, TX 77010
TELEPHONE 713-759-0555
TELECOPIER 713-759-0712

ONE GATEWAY CENTER, SUITE 403
NEWARK, N.J. 07102-5311
TELEPHONE 201-622-0005
TELECOPIER 201-622-5046

RUBEN DARIO 281, PISO 9
COL. BOSQUE DE CHAPULTEPEC
11500 MEXICO, D.F., MEXICO
TELEPHONE 525-262-0444
TELECOPIER 525-262-0537

101 PARK AVENUE
NEW YORK, N.Y. 10178-0061

TELEPHONE: 212-696-6000
TELECOPIER 212-697-1559
TELEX: ATAT 128811 MIGNIARD
MCI: 66172 MIGNIAR
ATAT: 442127 MOND
VOICE MAILBOX: 212-696-6026

TWO THROUGHMORTON AVENUE
LONDON, ECRN 2DL
TELEPHONE 44171-630-7887
TELECOPIER 44171-630-5512

15, RUE D'ASTORG
75008 PARIS
TELEPHONE 33-1-42-66-39-10
TELECOPIER 33-1-42-66-39-62

STAUFENSTRASSE 42
60323 FRANKFURT AM MAIN
TELEPHONE: 4969-071-442-0
TELECOPIER 4969-17-33-09

ST. GEORGE'S BUILDING, SUITE 401
TWO ICE HOUSE STREET
CENTRAL, HONG KONG
TELEPHONE 852-2645-0200
TELECOPIER 852-2668-2601

WRITERS DIRECT DIAL NUMBER:

August 16, 1995

Secretary of State of Florida
Foreign Corporations Section
The Capitol Building
Room 2002
Tallahassee, Florida 32301

Re: World Tourism Inc.
World Vacation Travel Limited, Inc.

Dear Sir/Madam:

As Secretary of the above referenced companies, I submitted Florida qualification forms for each of the companies on the same date.

The purpose clauses on the filed qualification forms were reversed and should be corrected to read as follows:

World Vacation Travel Limited, Inc.'s purpose is time sharing and World Tourism Inc.'s purpose is the travel agency business.

FILED
95 AUG 21 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please correct the qualification forms and sign the enclosed copy of this letter acknowledging that the above has been completed.

Thank you for your assistance.

Very truly yours,

William L. Bricker, Jr.
William L. Bricker, Jr.

Kathryn Lee Skubina

Notary Public
Sworn to before me this
16th day of August, 1995

NTTOABB1

KATHRYN LEE SKUBINA
Notary Public, State of New York
No. 41-488533
Qualified in Queens County
Commission Expires Feb. 17, 1997
(Nassau County)