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Corporation(s) Name

Viago.com, Incorporated

☒ Profit  
☐ Nonprofit  
☒ Foreign  
☐ LLC

☐ Amendment

☐ Merger

☐ Dissolution

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Reservation  
☐ Fictitious Name

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Jeffrey Butterfield

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UNIVERSITY OF FLORIDA  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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2/1/00

AFFIDAVIT

I, José R. Koplewicz, hereby declare as follows:

1. I am the Chief Financial Officer of **VIAJO.COM, INCORPORATED**, a Delaware corporation (the "Company"). I make this declaration of my own personal knowledge and could and would testify competently to the facts contained herein.

2. I understand that this certificate is being delivered to and will be relied upon by the State of Florida in connection with the Company's filing of an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application").

3. The Application filed on February 1, 2000 incorrectly stated the date that the Company commenced business operations in the State of Florida.

4. The date on which the Company in fact commenced business operations in the State of Florida was January 3, 2000.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Dated: February 2, 2000

By: 

Name: José R. Koplewicz

Title: Chief Financial Officer

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**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. Viajo.com, Incorporated

(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

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

3. 33-0856581

(FEI number, if applicable)

4. May 17, 1999

(Date of incorporation)

5. Perpetual

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

6. November 8, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4225 Executive Square, Suite 325, La Jolla, CA 92037

(Current mailing address)

8. Online Travel Service

(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

Florida, 33324

(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 designate 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.*

C T Corporation System

Connie Bryan

(Registered agent's signature)

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

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)

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

Chairman: N/A - Director: Enrique R. Felgueres Jr.

Address: c/o Viajo.com, Incorporated, 4225 Executive Square, Ste. 325, La Jolla, CA 92037

Vice Chairman: N/A - Director: Jose R. Koplewicz

Address: c/o Viajo.com, Incorporated, 4225 Executive Square, Ste. 325, La Jolla, CA 92037

Director: Fred Wilson

Address: c/o Flatiron Partners, 257 Park Avenue South, 12th Floor, New York, NY 10010

Director: Susan Segal

Address: c/o Chase Capital Partners, 380 Madison Avenue, New York, New York 10017

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Enrique R. Felgueres, Jr.

Address: c/o Viajo.com, Incorporated, 4225 Executive Square, Ste. 325, La Jolla, CA 92037

Vice President: N/A

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

Secretary: Thomas A. Coll

Address: c/o Cooley Godward LLP, 4365 Executive Drive, Suite 1100, San Diego, CA 92121

Treasurer: CFO - Jose R. Koplewicz

Address: c/o Viajo.com, Incorporated, 4225 Executive Square, Ste. 325, La Jolla, CA 92037

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

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

14. Thomas A. Coll, Secretary  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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STATE  
SECRETARY OF CORPORATION  
FEB - 1 PM 4:52

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIAJO.COM, INCORPORATED" 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIAJO.COM, INCORPORATED" WAS INCORPORATED ON THE SEVENTEENTH DAY OF MAY, A.D. 1999.

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

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AUTHENTICATION:

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001037221

DATE:

01-24-00