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CORPORATION(S) NAME

First Travelcorp, Inc.

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12/19/00 01055--003

*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name

12/19/00

Order#: 3466232 & 3472724

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 TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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 DIVISION OF CORPORATION

BK 12/19

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TALLAHASSEE, FLORIDA
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or
of a

1. First Travelcorp, 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.)

- Plantation _____, Florida, 33324
(Zip code)

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.

HIEDI M. LIESCH, SPECIAL ASST. SECY.

- FL019 - 9/2/99 CT System Online

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

Chairman: Edward S. Adams

Address: 84 Inverness Circle East

Englewood, CO 80112

Vice Chairman: N/A

Address: _____

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Director: Robert C. Griffith

Address: 84 Inverness Circle East

Englewood, CO 80112

Director: Eugene A. Over, Jr.

Address: 84 Inverness Circle East

Englewood, CO 80112

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

President: SEE ATTACHMENT HERETO FOR LIST OF ALL OFFICERS

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eugene A. Over, Jr., Vice President and Secretary

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

**ATTACHMENT
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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TALLAHASSEE, FLORIDA

The names and addresses of the officers of First Travelcorp, Inc. are as follows:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|-------------------------|---|---|
| Fred L. Coward, III | President and Chief Operating Officer | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Kenneth Taylor, III | Sr. Vice President, Finance and Treasurer | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Kevin Brown | Sr. Vice President, Sales | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| George Newsom | Sr. Vice President, Technology | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Cindy Glass | Vice President, Operations | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Shirley Curtis | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| William J. Johnson, Jr. | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Vic Sams | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Polly Rich | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Steve Snipes | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Karen Jones | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Lisa Ward | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Katherine Wilkes | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Sherry Cochran | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Shari Holbrook | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| Gerard Bellino | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| David Dingess | Vice President | 4513 Creedmoor Road, Suite 200 Raleigh, NC 27612 |
| John S. Coffman | Vice President | 84 Inverness Circle East Englewood, CO 80112 |
| Eugene A. Over, Jr. | Vice President and Secretary | 84 Inverness Circle East Englewood, CO 80112 |
| Barbara E. Chesebro | Assistant Secretary | 84 Inverness Circle East Englewood, CO 80112 |



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, hereby certify that

FIRST TRAVELCORP, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of June, 1991, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of December, 2000.

Elaine F. Marshall

Secretary of State

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TALLAHASSEE FLORIDA