



THE UNITED STATES
CORPORATION
COMPANY

F01000000722

ACCOUNT NO. : 072100000032

REFERENCE : 989919 4144A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

FILED
01 FEB -7 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 7, 2001

ORDER TIME : 11:25 PM

ORDER NO. : 989919-015

700003655967--5

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight LLP
Suite 3000
701 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: JOURNEYS UNLIMITED INC.

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Joyce Markley - EXT# 1130

EXAMINER: _____

RECEIVED
01 FEB -7 PM 12:07
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MA 2/7

**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.

01 FEB -7 PM 1:03
FILED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. Journeys Unlimited 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. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9-13-1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 80 S.W. 8th Street, Suite 2601
(Principal office address)
Miami, Florida 33130
(Current mailing address)
8. Tour Operator
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Laura R. Dunlap
(Registered agent's signature)

**Laura R. Dunlap
as its agent**

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached rider

Address: _____

Vice President: _____

Address: _____

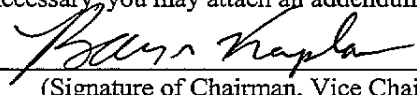
Secretary: _____

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. Barry S. Kaplan, Executive Vice President
(Typed or printed name and capacity of person signing application)

FILED
01 FEB -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIDER
OFFICERS/DIRECTORS
OF
JOURNEYS UNLIMITED INC.

President and Chairman:

Phil Bakes
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

Executive Vice President,
Assistant Secretary and
Director:

Barry S. Kaplan
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

Executive Vice President,
Secretary, Treasurer and
Director:

Andrew C. McKey
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

Chief Financial Officer:

Craig Toll
80 S.W. 8th Street
Suite 2601
Miami, Florida 33130

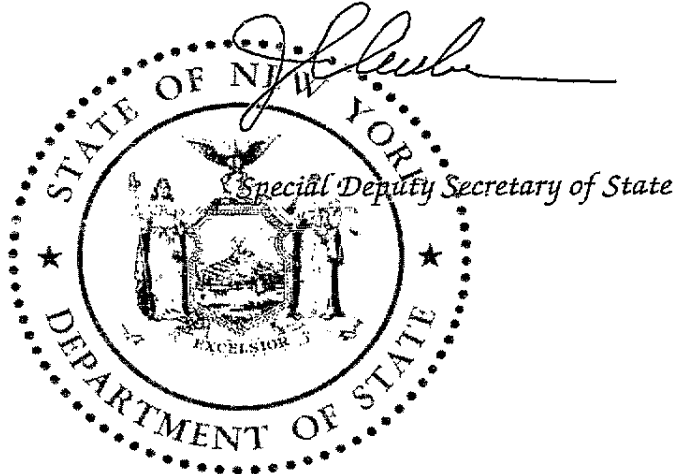
FILED
01 FEB -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of JOURNEYS UNLIMITED INC. was filed on 09/13/1990, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of February,
two thousand and one.

FILED
01 FEB -7 PM 1:03
TALLAHASSEE, FLORIDA
DEPT OF STATE



200102050020 01