

CT CORPORATION SYSTEM

F01000000895

CORPORATION(S) NAME

E-Cruise, Inc.

500003705755--6
-02/15/01--01047--025
*****70.00 *****70.00

<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		

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 01 FEB 15 PM 3:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

2/15/01

Order#: 3593750

Ref#: _____

Amount: \$ _____

Please call
Melanie when
you get this
*filing. **
Cus is coming this P.M.

RECEIVED
 01 FEB 15 PM 12:36
 DIVISION OF CORPORATION

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

222-1092

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

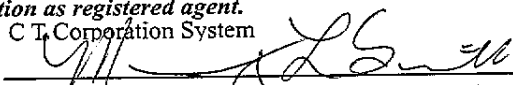
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. E-Cruise, 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 natural person or partnership if not so contained in the name at present.)
2. Pennsylvania 3. 25-1846358
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/8/1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10 Bedford Square
Pittsburgh, PA 15203
(Current mailing address)
8. internet marketing of vacation cruises
(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 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.

C T Corporation System


(Registered agent's signature)

MARCEY L. SMITH, ASST. SECY.

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)

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

Chairman: See Exhibit A attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit A attached

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. E-Cruise, Inc
BY: [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. YITZCHAK FRANCUS, PRESIDENT
(Typed or printed name and capacity of person signing application)

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FILED
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TALLAHASSEE, FLORIDA

DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Yitzchak Francus	Director	10 Bedford Square, Pittsburgh, PA 15203
Matthew Shollar	Director	10 Bedford Square, Pittsburgh, PA 15203
Ian James	Director	10 Bedford Square, Pittsburgh, PA 15203
Philip Samson	Director	10 Bedford Square, Pittsburgh, PA 15203

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TALLAHASSEE, FLORIDA

EXHIBIT A

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Yitzchak Francus	President/Secretary/ Treasurer	10 Bedford Square, Pittsburgh, PA 15203
Matthew Shollar	Chief Executive Officer	10 Bedford Square, Pittsburgh, PA 15203
Dennis Grinberg	Chief Technology Officer	10 Bedford Square, Pittsburgh, PA 15203
Michael McNerny	Chief Engineer	10 Bedford Square, Pittsburgh, PA 15203

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

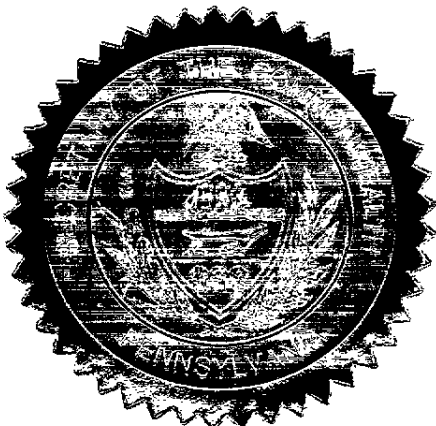
FEBRUARY 13, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

E-CRUISE INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzgenjull

Secretary of the Commonwealth

DPOS