



UCC FILING & SEARCH SERVICES, INC.
36 East Park Avenue
Tallahassee, Florida 32302
(904) 684-6288
F01000002865
PICK UP BY
OFFICE USE ONLY

8488408750C

May 30, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

CHEAP TICKETS, INC.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☒ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

BK

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

01 MAY 30 PM 10:02
DIVISION OF CORPORATION
RECEIVED

600004333956--7

-05/30/01--01018--019

*****87.50 *****87.50

NEED TODAY

ET

**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. CHEAP TICKETS, 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

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

3. 99-0338363

(FEI number, if applicable)

4. Reinc: FEB 1999 - DE

(Date of incorporation)

5. 7/8 PERPETUAL

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

6. UPON QUALIFICATION

(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. _____
(Principal office address)

1440 KAPIOLANI BLVD #800, HONOLULU, HI 96814

(Current mailing address)

8. TRAVEL SERVICES

(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: UCC Filing & Search Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee,

(City)

, 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.

Ed Hand

Ed Hand

(Registered agent's signature)

President 5/29/01

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.

FILED
01 MAY 30 PM 1:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

EXECUTIVE

Chairman:

MICHAEL J. HARTLEY

Address:

1440 KAPIOLANI BLVD #800

HONOLULU HI 96814

DIRECTOR:

Vice Chairman:

SAM E. GALEOTOS

Address:

1440 KAPIOLANI BLVD #800

HONOLULU HI 96814

Director:

CECE SMITH

Address:

PHILLIPS-SMITH SPECIALTY RETAIL GROUP III LP
5080 SPECTRUM DRIVE, SUITE 805 WEST
ADDISON, TX 75001

Director:

GILES BATEMAN

Address:

251 STRATFORD PARK CIRCLE

DEL MAR, CA 92014

B. OFFICERS

President & CEO

SAM E. GALEOTOS

Address:

1440 KAPIOLANI BLVD #800

HONOLULU, HI 96814

EXEC.

Vice President:

TAMMY A. ISHIBASHI

Address:

1440 KAPIOLANI BLVD #800

HONOLULU, HI 96814

Secretary:

& VPO FIN.

& CFO

SAMUEL D. HORGAN

Address:

1440 KAPIOLANI BLVD #800

HONOLULU, HI 96814

Treasurer:

Address:

SEE CONTINUATION / ADDENDUM ATTACHED.
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.

SAM E. GALEOTOS, PRESIDENT & CEO

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

01 MAY 30 PM 1:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDENDUM

ADDITIONAL

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

DIRECTOR:

Vice Chairman:

A. MAURICE MYERS

WASTE MANAGEMENT, INC.

Address:

1000 FANNIN, SUITE 4000

HOUSTON, TX 77002

Director:

JEFFREY N. WATANABE

Address:

WATANABE, ING & KAWASHIMA
999 BISHOP ST. 23rd FLOOR
HONOLULU, HI 96813

Director:

GEORGE MRKONIC

Address:

BORDERS GROUP
100 PHOENIX DRIVE
ANN ARBOR, MI 48108-2202

B. OFFICERS

VICE PRESIDENT:

President:

R. EVANS GEBHARDT

Address:

1440 KAPIOLANI BLVD #800
HONOLULU, HI 96814

VICE PRESIDENT

JASON D. HORSTMAN

1440 KAPIOLANI BLVD #800
HONOLULU, HI 96814

Vice President:

PAUL B. HALSTEAD

Address:

1440 KAPIOLANI BLVD #800
HONOLULU, HI 96814

MONICA KOSIOREK

1440 KAPIOLANI BLVD #800
HONOLULU, HI 96814

VP:

Secretary:

RONALD L. McELFRESH

Address:

1440 KAPIOLANI BLVD #800
HONOLULU, HI 96814

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. SAM E. GALEOTOS, PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEAP TICKETS, INC." 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 SEVENTEENTH DAY OF MAY, A.D. 2001.

FILED
01 MAY 30 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2894632 8300

AUTHENTICATION: 1139307

010236559

DATE: 05-17-01