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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
Account Number : IP0010000107
Phone : (561)266-6137
Fax Number : (561)266-6186

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

D-FW TRAVEL ARRANGEMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

**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. D-FW TRAVEL ARRANGEMENTS, 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. TEXAS
(State or country under the law of which it is incorporated)
3. 75-1843772
(FEI number, if applicable)
4. 10/18/82
(Date of incorporation)
5. Perpetual
(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. 7616 LBJ Freeway, Suite 524
Dallas, TX 75251
(Current mailing address)
8. Transaction of any or all lawful business
(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)

James A. Bordonaro
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)
FL019 - 9/2/99 C T System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: John M. BloodworthAddress: 220 Congress Park Drive, Suite 300Delray Beach, FL 33445

Vice Chairman: _____

Address: _____

Director: John PryzwaraAddress: 7616 LBJ Freeway, Suite 524Dallas, TX 75251Director: Patrick DoyleAddress: 220 Congress Park Drive, Suite 300Delray Beach, FL 33445**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: John PryzwaraAddress: 7616 LBJ Freeway, Suite 524Dallas, TX 75251Vice President: Patrick DoyleAddress: 220 Congress Park Drive, Suite 300Delray Beach, FL 33445Secretary: Robert J. MaraistAddress: 220 Congress Park Drive, Suite 300Delray Beach, FL 33445Treasurer: George Del PinoAddress: 220 Congress Park Drive, Suite 300Delray Beach, FL 33445

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. ROBERT J. MARAIST, Vice President and Assistant Secretary

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for D-FW TRAVEL ARRANGEMENTS, INC. (filing number: 62663100), a Domestic Business Corporation, was filed in this office on October 18, 1982.

It is further certified that the entity status in Texas is active.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 19, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State