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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

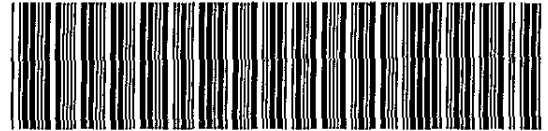
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06/11/03--01082--001 \*\*70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUL 10 AM 9:57

FILED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 16, 2003

SAUL PEARLMAN  
590 PETER JEFFERSON PARKWAY STE. 300  
CHARLOTTESVILLE, VA 22911

SUBJECT: AMERICAN STUDENT TRAVEL INC  
Ref. Number: W03000017202

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUL 10 AM 9:57

FILED

We have received your document for AMERICAN STUDENT TRAVEL INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 603A00037097



June 10, 2003

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

03 JUL 10 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RE: Florida Foreign Corporation Registration – American Student Travel, Inc

Dear To Whom It May Concern:

Enclosed you will find our paperwork to register as a foreign corporation in the state of Florida and a check for \$70.00 to cover the filing fee. Please contact me at (434) 982-8630 if you have any questions or concerns.

Thank you for your assistance in this matter.

Sincerely,

*Saul R. Pearlman*

Saul R. Pearlman  
General Counsel

Enclosures

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** American Student Travel, Inc d/b/a WorldStrides  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Saul Pearlman

(Name of Person)

WorldStrides

(Firm/Company)

590 Peter Jefferson Parkway, Suite 300

(Address)

Charlottesville, VA 22911

(City/State and Zip code)

For further information concerning this matter, please call:

Saul Pearlman

(Name of Person)

at ( 434 ) 982-8630

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|--|--|---|---|

**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.

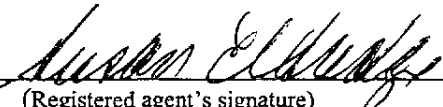
03 JUL 10 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1. American Student Travel, 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. 76-0002515  
(FEI number, if applicable)
4. 12/19/79  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 6/10/03  
(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. 590 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911  
(Principal office address)
- same as above  
(Current mailing address)
8. Student Travel  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

  
(Registered agent's signature)

Susan L. Eldredge

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**

Director:

: James M. Hall

Address: 4989 Dick Woods Rd

Charlottesville VA 22903

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: W. Tom Johnson

Address: 5800 Harrington Cove

Austin TX 78731

Director: David J. Scanlon - Wachovia Capital Partners

Address: 12 East 49th St

New York City NY 10017-1028

**B. OFFICERS**

President: James M. Hall (also CEO)

Address: 4989 Dick Woods Rd

Charlottesville VA 22903

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Greg Marcinkowski

Address: 3440 Coleman Dr Charlottesville VA 22901

Treasurer: Jeffery A Davis

Address: 5616 Stoneacre Pl Glen Allen VA 23059

**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. \_\_\_\_\_

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

FILED  
03 JUL 10 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 AMERICAN STUDENT TRAVEL, INC. (filing number: 50121900), a Domestic Business Corporation, was filed in this office on December 19, 1979.

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

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 April 02, 2003.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State