

OCT*21-2003(TUE)

Division of Corporations

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

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I200000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

WCT INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 21, 2003

NATIONAL CORPORATE RESEARCH LTD

SUBJECT: WCT INC.
REF: W03000030613

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DIVISION OF CORPORATIONS
IT IS EXTREMELY IMPORTANT THAT
THIS QUALIFICATION RETAIN THE FILING
DATE OF SUBMISSION - OCTOBER 21, 2003.
THANKS SO MUCH!!

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6025.

Trevor Brumbley
Document Specialist

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RESOLUTION OF A CORPORATION ADOPTING A FICTITIOUS NAME

I, Marc A. Utay, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of WCT INC., a corporation duly organized and existing under the laws of the State of Delaware, which resolution was duly adopted by the Board as follows:

"Resolved that WCT INC., organized and existing in the State of Delaware, hereby adopts the name WCT Travel Inc. for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name of WCT Travel Inc. and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name WCT Travel Inc."

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 21st day of October, 2003.


Marc A. Utay,
Vice President & Treasurer

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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. WCT 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 14, 2003 5. perpetual
(Date of incorporation) (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. 615 South Dupont Highway Dover DE 19901
(Principal office address)
c/o Clarion Capital Partners, LLC, 110 E. 59th St., Ste. 2001 NY NY 10022
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.

(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: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian 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.

National Corporate Research, Ltd., Inc.

Ann Marie Cummins

(Registered agent's signature)

Ann Marie Cummins, 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.

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STATE

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

A. DIRECTORS

Chairman: Marc A. Utay
Address: 110 East 59th Street, Suite 2100
New York NY 10022

Vice Chairman: _____
Address: _____

Director: Eric D. Kogan
Address: 110 East 59th Street, Suite 2100
New York NY 10022

Director: Andrew S. Kofman
Address: 110 East 59th Street, Suite 2100
New York NY 10022

B. OFFICERS


President: Eric D. Kogan
Address: 110 East 59th Street, Suite 2100
New York NY 10022

Vice President: Marc A. Utay
Address: 110 East 59th Street, Suite 2100
New York NY 10022

Secretary: Andrew S. Kofman
Address: 110 East 59th Street, Suite 2100
New York NY 10022

Treasurer: Marc A. Utay
Address: 110 East 59th Street, Suite 2100
New York NY 10022

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. Marc A. Utay, Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

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Delaware

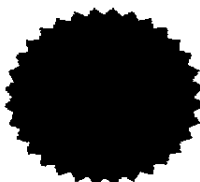
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WCT 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 TWENTIETH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WCT INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2700423

DATE: 10-20-03

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