

F05000002815

00789-04099-00505-00671 name - suffix

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

5/12 FPC

Office Use Only

W05-17404



100049175701

MJH

04/04/05--01023--004 \*\*70.00

05 APR 12 PM 9:38

04/04/05

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Virtuoso, Ltd.

(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:

Mike McCown

(Name of Person)

Virtuoso, Ltd.

(Firm/Company)

500 Main Street, Suite 400

(Address)

Fort Worth, TX 76102

(City/State and Zip code)

For further information concerning this matter, please call:

Mike McCown

(Name of Person)

at ( 817 ) 334-8630

(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:

- \$70.00 Filing Fee       \$78.75 Filing Fee & Certificate of Status       \$78.75 Filing Fee & Certified Copy       \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 6, 2005

MIKE MCCOWN  
VIRTUOSO, LTD.  
500 MAIN STREET, SUITE 400  
FORT WORTH, TX 76102

SUBJECT: VIRTUOSO, LTD.  
Ref. Number: W05000017404

We have received your document for VIRTUOSO, LTD. 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 name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 605A00023379

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. Virtuoso, Ltd. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Virtuoso, Ltd of Texas, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-5870009 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/09/1969 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/2005 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 500 Main Street, Suite 400, Fort Worth, TX 76102 (Principal office address)

500 Main Street, Suite 400, Fort Worth, TX 76102 (Current mailing address)

8. Travel related industry publishing, marketing, administration and support. (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 NOT acceptable)

Name: CT Corp.

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

05 MAY 12 PM 3:38

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) Michael E. Jones 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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Jesse Upchurch

Address: 500 Main Street, Suite 400  
Fort Worth, TX 76102

Vice Chairman: Matthew Upchurch

Address: 500 Main Street, Suite 400  
Fort Worth, TX 76102

Director: David Diesslin

Address: 303 Main Street, Suite 200  
Fort Worth, TX 76102

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: Kristi Jones

Address: 1001 SW Klickitat Way  
Seattle, WA 98134

Vice President: David Hansen

Address: 500 Main Street, Suite 400  
Fort Worth, TX 76102

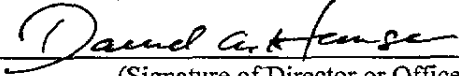
Secretary: Ron Simmons

Address: 500 Main Street, Suite 400, Fort Worth, TX 76102

Treasurer: David Hansen

Address: 500 Main Street, Suite 400, Fort Worth, TX 76102

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. David A. Hansen CFO  
(Typed or printed name and capacity of person signing application)

Virtuoso, Ltd.  
Listing of Additional Officer

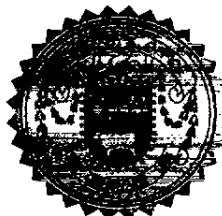
Officer  
Chief Executive Officer: Matthew D. Upchurch  
Address: 500 Main Street, Suite 400  
Fort Worth, TX 76102

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRTUOSO, LTD." 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 FIRST DAY OF MARCH, A.D. 2005.



0716127 8300

050169610

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3710618

DATE: 03-01-05