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ZOID FEB 19 P 1: 33
SECRETARY OF STATE
ALLAHASSEE, FLORINA

FEB 22 2010 D.A. WHITE

#### **COVER LETTER**

FILED

Certified Copy

TO: **New Filing Section** 2010 FEB 19 P 4: 34 Division of Corporations KUONI DESTINATION MANAGEMENT INC. SECRETARY OF STATE lame 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," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida. Please return an correspondent STEPHEN G. PHILLIPS

Name of Person

Firm/Company Please return all correspondence concerning this matter to the following: NEW YORK, NY 10018 STEPHEN. PHILLIPS @ ALLIEDT PRO.COM E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call: STEPHENG PHILIPS at (212) 596-1069

Name of Person Area Code & Daytime Telephone Number STREET/COURIER ADDRESS: **MAILING ADDRESS:** New Filing Section **New Filing Section Division of Corporations Division of Corporations** Clifton Building P.O. Box 6327 2661 Executive Center Circle Tallahassee, FL 32314 Tallahassee, FL 32301 Enclosed is a check for the following amount: **□** \$70.00 Filing Fee □ \$78.75 Filing Fee & ■ \$87.50 Filing Fee, Certificate of Status Certified Copy Certificate of Status &

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

' COMPLIANCE WITH SECTION EGISTER A FOREIGN CORPORA	607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO TION TO TRANSACT BUSINESS IN THE STATE OF FLORIDAND FEB 19 P 4: ]
KUONI DESTIL	ATTOU MANAGEMENT INC. SECRETARY OF STAT
(Enter name of corporation; must incl "Inc.," "Co.," "Corp," "Inc," "Co," or	lude "INCORPORATED," "COMPANY," "CORPORATION," TALLAHASSEE, FLORI
·	
(If name unavailable in Florida, enter	ralternate corporate name adopted for the purpose of transacting business in Florida)
DELAWARE	3. 27-1110453
(State or country under the law of wh	ich it is incorporated) (FEI number, if applicable)
OCTOBER 2, 2	009 5. PERPETUAL
(Date of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")  FeB 1,2010
	first transacted business in Florida, if prior to registration)
	TIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  SUNSHINGTON AV., MIAMI BEACH, FL 33/39
	(Deineina) affina address)
Go Anseo T Pro, 500	Sevent Av. 9 th, New York, NY 10018
	(Current mailing address)
ANY LAWFUL ACT O	
(Purpose(s) of corporation aut	chorized in home state or country to be carried out in state of Florida)
Name and street address of Florid	da registered agent: (P.O. Box NOT acceptable)
Name: MARC	HAENI
ffice Address: 555 (U)	ASHINOTON AV - 90 ALLICOT PRO
MIAMI B	EACH, FLORIDA, Florida 33/39
	(City) (Zip code)
O. Registered agent's acceptance	e: agent and to accept service of process for the above stated corporation at the place
esignated in this application, I he	reby accept the appointment as registered agent and agree to act in this capacity. I
urther agree to comply with the p	rovisions of all statutes relative to the proper and complete performance of my duties, the obligations of my position as registered agent.
	1.1.
(Re	egistered agent's signature)

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:

SEE ATTACHED LIST

A. DIRECTORS  Chairman:	FILED
Address:	
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Vice Chairman:	
Address:	
Director:	
Address:	
Director:	
Address:	
B. OFFICERS  President:	
Address:	
Secretary:	
Address:	
Treasurer:	
Address:	
NOTE: If necessary, you may attach an addendar	to the application listing additional officers and/or directors.
(Signature of Director or Of	ficer listed in number 12 of the application)
	MILLIPS, SECRETMEY
(Typed or printed name at	nd capacity of person signing application)

#### OWNER, DIRECTORS AND OFFICERS OF

FILED

### KUONI DESTINATION MAMAGEMENT INC. 2010 FEB 19 P 4: 34

Owner (100%):

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Kuoni Holding Delaware, Inc. c/o AlliedTPro 500 Seventh Avenue – 9<sup>th</sup> Floor New York, New York 10018 (212) 596-1000

Jane Rossmango

President & CEO & Director (Chairman)

Res Add:

238 Throwbridge Dr. Scotch Plains, NJ 07076

Tel:

212-596-1000

Mark Morello

COO & Treas. 5 Merrill Dr.

Res. Add:

Woodbury, NY 11797

Tel:

212-5967-1000

Stephen G. Phillips

Secretary

Res. Add:

11 Dundee Road

Stamford, CT 06903

Tel:

212-596-1069

Max E. Katz

Director

Add:

c/o AlliedTPro

500 Seventh Ave. 9<sup>th</sup> FL New York, NY 10018

Tel:

212-596-1069

(Swiss citizen living in Switzerland)

Rolf Schafroth

Director

Add:

c/o AlliedTPro

500 Seventh Ave. 9<sup>th</sup> FL

New York, NY 10018

Tel:

212-596-1069

(Swiss citizen living in Switzerland)

## Delaware

DACE

#### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "KUONI DESTINATION MANAGEMENT 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 TWENTY-FIRST DAY
OF JANUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KUONI DESTINATION MANAGEMENT INC." WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 2009.

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

2010 FEB 19 P 4: 34
SECRETARY OF STATE
SECRETARY OF STATE

4737994 8300

100059409

AUTHENTY CATION: 7770785

DATE: 01-21-10

You may verify this certificate online at corp.delaware.gov/authver.shtml