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FOREIGN PROFIT/NONPROFIT CORPORATION
JULIA TRAVEL S.A., INC.

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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. Julia Travel S.A., Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

2. Madrid, Spain
(State or country under the law of which it is incorporated)

3.
(FEI number, if applicable)

4. October 22, 1993
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

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

7. Calle Pablo Iglesias 84, 08908 L'Hospitalet, Barcelona, Spain
(Principal office address)

Calle Pablo Iglesias 84, 08908 L'Hospitalet, Barcelona, Spain
(Current mailing address)

8. Lease of buses to Julia Miami, LLC and any other lawful business related thereto.
(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: NRAI SERVICES, INC.

Office Address: 515 EAST PARK AVENUE

Tallahassee (City), Florida 32301 (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.

Michele Holden
Michele Holden, Asst. Secretary
(Registered 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.

H13000021189 3

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13 JAN 28 AM 11:40

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

A. DIRECTORS

Chairman: JOSE FRANCISCO ADELL DUACASTELLA

Address: CALLE PABLO IGLESIAS 84, 08908 L'HOSPITALET, BARCELONA, SPAIN

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: JOSE FRANCISCO ADELL DUACASTELLA

Address: CALLE PABLO IGLESIAS 84, 08908 L'HOSPITALET (BARCELONA, SPAIN

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. ____________________
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. JOSE FRANCISCO ADELL DUACASTELLA, Director
(Typed or printed name and capacity of person signing application)

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE .)

On this 24th day of January, 2013, I certify that the attached translation of the Certification of Inscription of the Incorporation, is a true, exact, complete, and accurate translation of the original Certified Inscription of the Incorporation written in Spanish and that I am competent in both English and Spanish, to render such translation.

Notary Public State of Florida
Noemi Romero
My Commission DD899082
Expires 08/18/2013

Name: Noemi Romero
Notary Public, State of Florida

THE UNDERSIGNED COMMERCIAL REGISTRAR OF MADRID

I CERTIFY: THAT At the request of Mr. José Giménez Samperio, asking for a certification regarding the company denominated **"JULIA TRAVEL, S.A."**, comprehensive of: term, denomination, VAT number, incorporation, corporate purpose, company administrators, I have examined the books of the Archive of the Register of Companies I am responsible of, of what

FIRST: that the 1st inscription in the sheet number M-113.725, page 130 and following of the volume 6,993 of the 8th section, extended on the date October 22th, 1993, by virtue of the certification issued on August 6th 1993, by Mr. Francisco Mesa Martín, Commercial Registrar of the province of Málaga, it is on the records of this Register of Companies the transfer of all the inscriptions made on the aforementioned Register, concerning the company nowadays denominated **"JULIA TRAVEL, S.A."**, before denominated "VIAJES COSTA DEL SOL, S.A."

.- On the same inscription is listed, -among others-, the following inscriptions:

a.- The 1st inscription of the incorporation, of the registered office moving, extended on May 16th 1978, by virtue of the copy of the deed granted in Madrid, on February, 7th 1978, before the Notary Mr. José Luis Pardo López.

b.- the 1st inscription of the Adaptation, extended on December, 10th 1992, by virtue of the deed granted in L'Hospitalet de Llobregat, on June, 25th before the Notary Mr. Daniel Tello Blanco, number 2003 of protocol, together with other complementary deeds; it appears registered –among other agreements- adopted in General Extraordinary Meeting of Shareholders of the company on May, 29nd 1992, the adaptation of the bylaws of the company to the Law of December, 22nd 1989, R.D. 1565/89, that modifies the article 2nd –among others- to the following writing that is literally copied as follows:

"ARTICLE 2ND.- It is the corporate purpose:

The corporate purpose is only and exclusively the activities shown in articles second, third and fourth of the Regulations approved by the order of August, ninth of 1974 that regulates the Travel Agencies, and other administrative or statutory regulations that develop the abovementioned Regulations."

SECOND: That the 2nd inscription of the same sheet, extended on the same date of the previous, by virtue of a copy of the deed granted in Barcelona, the July 5th 1993, before its Notary Mr. Daniel Tello Blanco, number 872 of his protocol, it appears registered –among other agreements adopted by the General Extraordinary Meeting of Shareholders of June, 10th 1993,- the transfer of the abovementioned company to MADRID.

THIRD: that on the 34th inscription, extended on July, 25th 2010, by virtue of a copy of the deed granted by the Notary of L'Hospitalet de Llobregat, Mr. Jorge Farrés Reig, on June, 16th 2010, with the number 1447 of his protocol; it appears registered –among other agreements adopted by the General Extraordinary meeting of shareholders, on the session holt on June, 14th 2010,- the following:

.- Declare as **JOINT ADMINISTRATORS**, for a period of **FIVE YEARS**, to **MR. JOSÉ FRANCISCO ADELL DUACASTELLA** and **MR. JOSÉ ADELL ANTONIO**, who take their positions.

FOURTH: that, examined the digital files of this Register, it appears that **VAT number of the company is A/29045895.**

FIFTH: And that on the same sheet it doesn't appear subsequent inscriptions that modify the abovementioned, and that it is not registered the Dissolution or Liquidation of the Company that is being certified, being **IN FORCE** according to this Register.

In witness hereof, and not existing on the daily journal any entry regarding to any document regarding the Company that is being certified, that is pending to be registered, I issue the present document, extended in **2 sheets** of official paper of this Register, number **6185145** and **6185146**; and I sign it in Madrid, on January the third of two thousand and twelve.

THE REGISTER

[signature]

Filed on the Daily Journal of Certifications and Notes with the entry number 714/2012

Fees according to bill

[stamp and signature]

EL QUE SUSCRIBE REGISTRADOR MERCANTIL DE MADRID

CERTIFICO: QUE a petición expresa de Don José Giménez Samperio, solicitando certificación referente a la sociedad denominada **"JULIA TRAVEL, S.A."** comprensiva de: vigencia, denominación, CIF, constitución, objeto social, administradores de la misma, he examinado los libros del Archivo de este Registro a mi cargo, de los

PRIMERO: Que en la inscripción 1ª de la hoja número M-113.725, al folio 130 y siguientes del tomo 6.993 de la sección 8ª, extendida el día 22 de octubre de 1.993, en virtud de certificación expedida el 6 de agosto de 1.993, por Don Francisco Mesa Martín, Registrador Mercantil de la Provincia de Málaga, consta inscrito en este Registro Mercantil el traslado a Madrid de todas las inscripciones practicadas en dicho Registro, referentes a la Sociedad denominada actualmente **"JULIA TRAVEL, S.A."** antes "VIAJES COSTA DEL SOL, S.A.".

.- En la misma inscripción figura, -entre otras- las siguientes inscripciones:

a.- La 1ª inscripción de constitución, de las de traslado, extendida el 16 de Mayo de 1.978, en virtud de copia de la escritura otorgada en Madrid, el 7 de febrero de 1.978, ante el Notario Don José Luis Pardo López.

b.- La inscripción 1ª de Adaptación, extendida el día 10 de diciembre de 1.992, en virtud de escritura otorgada en L. Hospitales de Llobregat, el día 25 de Junio ante el Notario don Daniel Tello Blanco, número 2.003 de protocolo, en unión de otras complementarias; consta inscrito -entre otros acuerdos- adoptados en Junta Universal de Accionistas de la Sociedad el día 29 de mayo de 1.992, la adaptación de los Estatutos Sociales de la sociedad a la Ley de 22 de Diciembre de 1.989, R.D 1565/89, quedando el artículo 2º -entre otros- con la siguiente redacción que literalmente copiada dice así:

"ARTÍCULO 2º.- Constituye el objeto social:

El objeto social lo constituye única y exclusivamente las actividad es expresadas en los artículos segundo, tercero y cuarto del Reglamento aprobado por la orden de nueve de Agosto de mil novecientos setenta y cuatro que regula las Agencias de viaje, y demás disposiciones administrativas o reglamentarias que desarrollen el Reglamento mencionado."

SEGUNDO: Que en la inscripción 2ª de la misma hoja, extendida en la misma fecha que la anterior, en virtud de copia de la escritura autorizada en Barcelona, el 5 de

H13000021189 3

REGISTRO MERCANTIL
DE MADRID

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H13000021189 3

Julio de 1.993, ante su Notario, D. Daniel Tello Blanco, número 872 de su protocolo, consta inscrito -entre otros acuerdos adoptados por Junta General Extraordinaria Universal de fecha 10 de Junio de 1.993,- el traslado de la citada Sociedad a MADRID.

TERCERO: Que en la inscripción 34ª, extendida el día 25 de Julio de 2.010, en virtud de copia de la escritura autorizada por el Notario de L'Hospitalet de Llobregat, don Jorge Farrés Reig, el 16 de junio de 2.010, con el número 1.447 de su protocolo; consta inscrito -entre otros acuerdos adoptados por la Junta General Extraordinaria y Universal, en reunión celebrada el 14 de Junio de 2.010,- los siguientes:

.- nombrar como **ADMINISTRADORES SOLIDARIOS** por un plazo de **CINCO AÑOS**, a **D. JOSÉ FRANCISCO ADELL DUACASTELLA** y a **D. JOSÉ ADELL ANTONIO**, quienes aceptan sus cargos.

CUARTO: Que examinado el archivo informático de este Registro resulta que el **C.I.F de la sociedad es A/29045895.**

QUINTO: Y que en la propia hoja no figuran inscripciones posteriores que modifiquen los particulares expresados, no figurando inscrita la Disolución ni Liquidación de la Sociedad de la que se certifica, continuando **VIGENTE** según este Registro.

Y para que conste y no existiendo en el libro diario asiento alguno relativo a documento pendiente de inscripción que se refiera a la Sociedad de la que se certifica expido la presente que va extendida en 2 hojas de papel timbrado de este Registro, números 6185145 y 6185146; y la firmo en Madrid, a tres de Enero de dos mil doce.

EL REGISTRADOR

Presentada en el Libro Diario de Certificaciones y Notas con el asiento número 714 /2012.

Hons. s/m.

Registrador Mercantil ...
la firma de D. MANUEL VILLARREAL ...
...Registrador Mercantil de Madrid
Madrid, 9/01/2012

REGISTRO MERCANTIL DE MADRID

H13000021189 3

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