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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

N.C.
1-15-99

Examiner's Initials

CC

PROFIT CORPORATION

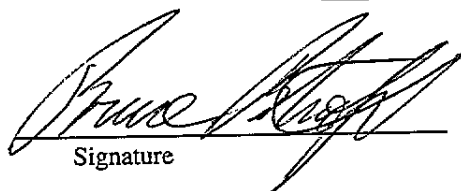
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
(Pursuant to §607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. USA Student Travel, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California 3. November 23, 1993
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 26, 1998
5. USA Consolidated Travel Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
New Jurisdiction


Signature

Bruce Bitnoff
Typed or printed name

December 31, 1998
Date

Secretary
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 29 1998



Bill Jones

Secretary of State

A0510518

1579525
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
USA STUDENT TRAVEL

FILED
the office of the Secretary of State
of the State of California

JUN 26 1998

Bill Jones
BILL JONES, Secretary of State

John Duby and Bruce Bitnoff certify that:

1. They are the President and Secretary, respectively, of USA STUDENT TRAVEL, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of this corporation is USA CONSOLIDATED TRAVEL GROUP.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: This corporation is authorized to issue only one class of shares, all of which shall be designated common stock. The total number of shares it is authorized to issue is 60,000, with a \$.001 par value per share.

FOUR: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by by-law, agreement or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding voting shares of the corporation is 1000. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

6/25/98

John Doby
John Doby, President

Bruce Bitnoff
Bruce Bitnoff, Secretary

