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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

11/10/00 11:24:11 PM
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SUBJECT: SEVEN SEAS TRAVEL, INC.
(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:

STEPHEN D. PORTER
(Name of Person)

SEVEN SEAS TRAVEL, INC.
(Firm/Company)

P.O. BOX 398179
(Address)

MIAMI BEACH, FL 33239
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

STEPHEN D. PORTER
(Name of Person)

at (305) 577-0101
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. SEVEN SEAS TRAVEL, 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. ILLINOIS
(State or country under the law of which it is incorporated)
3. 37 1055178
(FEI number, if applicable)
4. NOV. 1, 1978
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT YET
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 398179
MIAMI BEACH, FL 33239
(Current mailing address)
8. WHOLESALE and RETAIL SALE OF TRAVEL: TOURS, CRUISES, HOTELS, AIRLINES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: ALAN ECHLIN, ESQ.
Office Address: 1401 COLLIER STREET
MIAMI BEACH, Florida, 33240
(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.

Alan Echlin

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman/Sole Director STEPHEN D. PORTER
Address: 1000 Venetian Way, No. 1202
Vice Chairman: none MIAMI, FL 33139
Address: _____

Director: see above
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: STEPHEN D. PORTER
Address: 1000 Venetian Way, No. 1202
MIAMI, FL 33139

Vice President: none
Address: _____

Secretary: Genevieve FINLEY
Address: 220 Willard
Birmingham, IL 61701

Treasurer: Stephen D. PORTER
Address: 1000 Venetian Way, No. 1202, Miami, FL 33139

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

13. Stephen D. Porter President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen D. Porter President
(Typed or printed name and capacity of person signing application)

File Number 5159-123-2



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

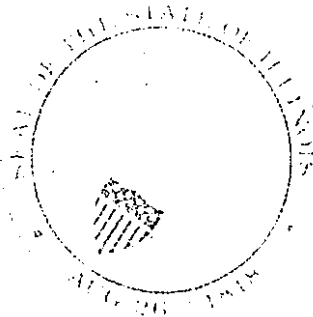
SEVEN SEAS TRAVEL, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 1, 1978, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set

my hand and cause to be affixed the Great Seal of

the State of Illinois this 11TH

day of OCTOBER 11, 19 95



George H. Ryan
SECRETARY OF STATE