

# F-95000005553

November 10, 1995

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gain Street  
Tallahassee, FL 32399

000001634880  
-11/14/95--01006--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Qualification of CUC International Inc. in Florida

Dear Sir/Madam:

In connection with the above matter, the executed Application by Foreign Corporation, the Certificate of Legal Existence, and our check in the amount of \$70 to cover costs of filing are enclosed herewith in compliance with Section 607.1503 of the Florida Statutes. All evidence of filing and qualification should be sent to me at the address set forth below.

If you have any comments or questions or require more information with respect to this matter, please call me at 203/270-8646. Thank you.

Very truly yours,

Mary Anne Napier

Enclosures

cc: Amy N. Lipton, Esq.  
Dhirein Patel

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NOV 13 1995  
FBI  
FBI

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION 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. CUC International 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. Delaware  
(State or country under the law of which it is incorporated)
3. 06-0918165  
(FEI number, if applicable)
4. August 1, 1974  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon granting of Certificate of Authority  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 707 Summer Street  
Stamford, Connecticut 06904  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized\*  
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida) \*under the Florida Statutes.
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Pat Nolan

(Registered agent's signature) (Officer)

Pat Nolan Asst. Secretary

(Type Name and Title of Officer)

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: Please see Schedule A attached hereto.

A. DIRECTORS

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

B. OFFICERS Please see Schedule A attached hereto.

President: \_\_\_\_\_

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

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Amy N. Lipton, Senior Vice President and General Counsel  
(Typed or printed name and capacity of person signing application)

FILED  
95 MAY 13 AM 10:41  
MILWAUKEE  
FBI

Schedule A

CUC INTERNATIONAL INC.

Directors

Walter A. Forbes

Bartlett Burnap

T. Barnes Donnelley

Stephen A. Greysen

Burton C. Perfit

Robert P. Rittereiser

Stanley Rumbough, Jr.

E. Kirk Shelton

Christopher K. McLeod

Addresses

CUC International Inc.  
707 Summer Street  
Stamford, CT

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Stamford, CT

CUC International Inc.  
707 Summer Street  
Stamford, CT

Officers

Walter A. Forbes

E. Kirk Shelton

Titles

Chairman & CEO

President & COO

Addresses

CUC International Inc.  
707 Summer Street  
Stamford, CT

CUC International Inc.  
707 Summer Street  
Stamford, CT

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10:41 AM

Schedule

<u>Officers</u>	<u>Titles</u>	<u>Addresses</u>
Christopher K. McLeod	Executive Vice President	CUC International Inc. 707 Summer Street Stamford, CT
Cosmo Corigliano	Senior Vice President and CFO	CUC International Inc. 707 Summer Street Stamford, CT
Amy N. Lipton	Senior Vice President and General Counsel	CUC International Inc. 707 Summer Street Stamford, CT
Robert T. Tucker	Secretary	CUC International Inc. 707 Summer Street Stamford, CT

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FALLMANSSEEN, INC.

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CUC INTERNATIONAL 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 FIFTH DAY OF OCTOBER, A.D. 1995.

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OCT 10 1995  
DELAWARE



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

NOTED AND FILED

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7666340

10-05-95

707 Summer Street  
P.O. Box 10049  
Stamford, CT 06304-2049  
203-324-9261

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August 19, 1997

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-08/20/97--01087--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 AUG 20 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Withdrawal of CUC International Inc. from Florida

Dear Sir/Madam:

In connection with the above matter, our Application by Foreign Corporation for Withdrawal of Authority and check in the amount of \$35 to cover the costs of filing are enclosed herewith.

Please have all evidence of withdrawal sent to me at the above address. If you require more information in order to effect this withdrawal, please contact me at 203-270-8646, 203-316-8926 or at the above address. Thanks.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Mary Anne Napier', written over a horizontal line.

Mary Anne Napier

Enclosures

cc: Andrew H. Solomon

Withd  
RHS  
8/20



**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

CUC International Inc.  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

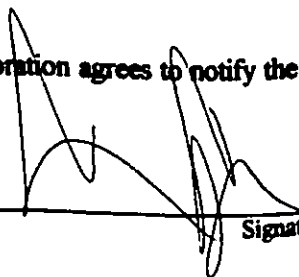
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

707 Summer Street  
(Mailing Address)

Stamford, CT 06904  
(City/ State /Zip)

FILED  
97 AUG 20 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

Senior Vice President +  
Title Chief Financial Officer

Cosmo Corigliano  
Typed or printed name

8/18/97  
Date