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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TGP VENTURES, INC.
(Name of corporation - must include suffix)

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*****78.75 *****78.75

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:

John Dickerson

(Name of Person)

INTELETRAVEL INTERNATIONAL, LTD.

(Firm/Company)

4225 Executive Square, Suite 1530

(Address)

La Jolla, CA 92037

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

John Dickerson

(Name of Person)

at (619) 625-5000

(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. TGP VENTURES, 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. 14-1766136
(FEI number, if applicable)
4. July 6, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in the future
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. P.O. Box 98, Guilderland Center, New York 12085
(Current mailing address)
8. Managing the operations and affairs and doing all other related acts necessary as a General Partner for two Delaware limited partnerships, INTELLITRAVEL, L.P. and ALL SEASONS INTERNATIONAL, L.P., both of which
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and presently attempting to qualify to do business in Florida as a full-service travel agency and recruiting independent travel agents.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida, 33324
(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.


(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.

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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: Francesco Galesi

Address: 435 East 52nd St., 22-C, New York, NY 10022

Vice Chairman: Joseph Traina

Address: 45 Woodvalley Lane, Flowerhill, NY 11050

Director: Joseph Traina

Address: 45 Woodvalley Lane, Flowerhill, NY 11050

Director: Francesco Galesi

Address: 435 East 52nd St., 22-C, New York, NY 10022

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

President: Joseph Traina

Address: 45 Woodvalley Lane, Flowerhill, NY 11050

Vice President: Francesco Galesi

Address: 435 East 52nd St., 22-C, New York, NY 10022

Secretary: Joseph Traina

Address: 45 Woodvalley Lane, Flowerhill, NY 11050

Treasurer: Joseph Traina

Address: 45 Woodvalley Lane, Flowerhill, NY 11050

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

13. Joseph Traina
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Traina, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TGP VENTURES, 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 RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1995.

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7727049

11-29-95

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