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SMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-12/20/95--01079--005
*****70.00 *****70.00

SUBJECT: Fly Aweigh Travel, Inc. d/b/a-Earn-Your-Wings Travel
(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:

Michael W. Carlson, Esq.

(Name of Person)

Cobb Cole & Bell

(Firm/Company)

660 East Jefferson Street

(Address)

Tallahassee, Florida 32301

(City, State and Zip Code)

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

Michael W. Carlson, Esq.

at (904) 681 3233

(Name of Person)

Area Code & Daytime Telephone Number

Call when

Will wait

*per M. Carlson attach
Inc. to the DBA Name*

COURIER ADDRESS:

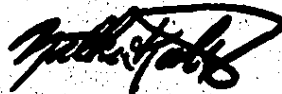
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

**RESOLUTION OF FOREIGN CORPORATION
ADOPTING FICTITIOUS NAME IN FLORIDA**

I, Nathan Kalenuik, certify that I am the secretary of Fly Aweigh Travel, a corporation organized under laws of the state of Nevada, and that the following is a true and correct copy of a resolution duly adopted at a meeting of the board of directors of the corporation on the 18th day of December, 1995.



(signature)

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RESOLVED, that the corporation adopts the name Earn Your Wings Travel, under which it shall operate in Florida because its corporate name is not available for use in Florida, that the secretary is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the secretary of state of Florida for filing.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Fly Aweigh Travel, Inc. d/b/a-Earn-Your-Wings Travel
(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. Nevada 3. 911697083
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 1, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1733 H Street #320
Blaine, WA 98230
(Current mailing address)

8. To operate as a registered seller of travel
(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:**

Name: CT Corporation System

Office Address: 1200 South Pine Is. Road
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.

See Attached

(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: Dave Kalenuik

Address: _____

Vice Chairman: Nathan Kalenuik

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dave Kalenuik

Address: 601-1001 West Broadway

Vancouver, BC V6H 4B1

Vice President: Nathan Kalenuik

Address: 601-1001 West Broadway

Vancouver, BC V6H 4B1

Secretary: Nathan Kalenuik

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in Number 12 of the application)

14. Dave Kalenuik, President

(Typed or printed name and capacity of person signing application)

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TOTAL P.02

CT CORPORATION SYSTEM

520 Pike Street
Seattle, WA 98101
Tel. 206 622 4511
Fax 206 621 8813

FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent
hereby agrees to act in this capacity for the following corporation:

Fly Aweigh Travel, Ltd.

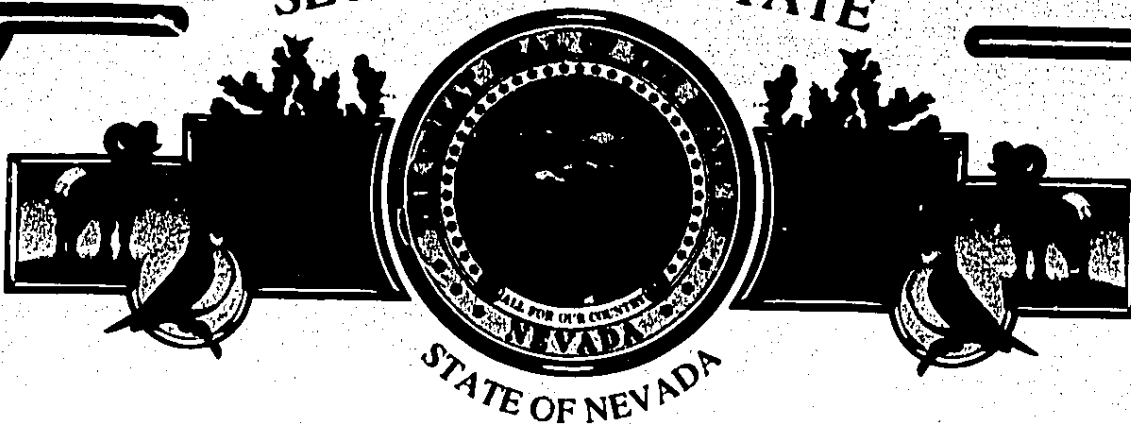
C T CORPORATION SYSTEM

Date: December 18, 1995


Jack C. Caskey, Asst. Vice President

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SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **FLY AWEIGH TRAVEL** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 3rd day of October, 1995.

Secretary of State

By

Certification Clerk



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