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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

SUBJECT: SPRING BREAK UNIVERSITY INCORPORATED
(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:

DOUGLAS WING LANGE
(Name of Person)
SPRING BREAK UNIVERSITY INC.
(Firm/Company)
8 HANOVER AVENUE
(Address)
BOSTON, MA 02109
(City/State/Zip)

RECEIVED
FEB 17 1988
QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

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

DOUGLAS WING LANGE at 617, 557-4578
(Name of Person) (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. SPRING BREAK UNIVERSITY INCORPORATED
(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. MASSACHUSETTS
(State or country under the law of which it is incorporated)

3. 04-3287538
(F.I. number, if applicable)

4. 9/05/96
(Date of Incorporation)

5. "PERPETUAL"
(Duration Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date firm transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 617.133, F.S.))

7. 8 HANOVER AVENUE
BOSTON, MA 02109
(Current mailing address)

8. PURCHASE AND SALE OF MANUFACTURED GOODS
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(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.

Bruce R. W.
(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: DOUGLAS WING LANGE

Address: 8 HANOVER AVENUE BOSTON, MA 02109

Vice Chairman: CHILTON MOSLEY AMES

Address: 8 HANOVER AVENUE BOSTON, MA 02109

Director: DOUGLAS WING LANGE

Address: 8 HANOVER AVENUE

BOSTON, MA 02109

Director: CHILTON MOSLEY AMES

Address: 8 HANOVER AVENUE

BOSTON, MA 02109

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

President: DOUGLAS WING LANGE

Address: 8 HANOVER AVENUE BOSTON, MA 02109

Vice President: CHILTON MOSLEY AMES

Address: 8 HANOVER AVENUE BOSTON, MA 02109

Secretary: CHILTON MOSLEY AMES

Address: 8 HANOVER AVENUE BOSTON, MA 02109

Treasurer: DOUGLAS WING LANGE

Address: 8 HANOVER AVENUE BOSTON, MA 02109

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

13 Douglas Wing Lange
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14 DOUGLAS WING LANGE PRESIDENT/CHAIRMAN
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

January 26, 1996

To Whom It May Concern :

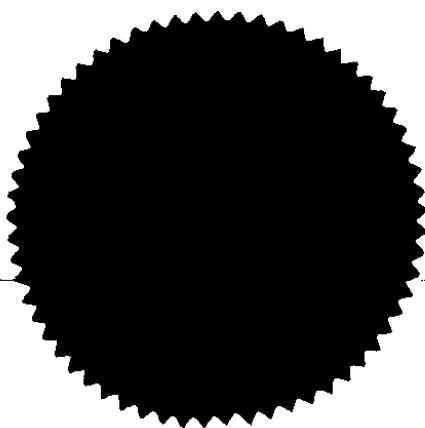
I hereby certify that,

Spring Break University Incorporated

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **September 25, 1995**.

I also certify that so far as appears of record here, said corporation still has legal existence.

RECEIVED
SECRETARY OF THE COMMONWEALTH
JAN 27 1996
10:10 AM



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.