

F96000003194

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ALPHA ENTERPRISES, 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:

GARY NAPPE
(Name of Person)

100001815871
-05/09/96--01122--007
*****78.75 *****78.75

ALPHA ENTERPRISES, INC.
(Firm/Company)

6278 N FEDERAL HWY #623
(Address)

FORT LAUDERDALE FL 33308
(City/State/Zip)

W96-10048

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

GARY NAPPE
(Name of Person)

at (954) 938-9146
(Area Code & Daytime Telephone Number)

96 JUN 25 AM 10:46
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DIVISION OF CORPORATIONS

LC
6/25

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

May 10, 1996

GARY NAPPE
ALPHA ENTERPRISES, INC.
6278 N. FEDERAL HWY #623
FORT LAUDERDALE, FL 33308

SUBJECT: ALPHA ENTERPRISES, INC.
Ref. Number: W96000010048

1262-1980
3-13-96

We have received your document for ALPHA ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning your certificate because it does not list a date of issuance; the lines beside the Great Seal of the State were left blank.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers

*called Mr. Nappc 6/18/96
He'll get CS from NV
(they may send directly)*

*6/19 - Mr. N called - NV is sending CS
directly to me.*

Document Examiner

Letter Number: 196A00023001

Alpha Enterprises, Inc.

6270 North Federal Highway, Suite 623
Fort Lauderdale, FL 33308
Phone/Fax: (954) 938-0140

June 14, 1996

Leo Rivers
Document Specialist
Division of Corporations
Florida Department of State
409 E. Gaines ST
Tallahassee, FL 32399

Dear John:

Please find enclosed a Certificate of Reinstatement from the Nevada Secretary of State and a Resolution of Board of Directors of Alpha Enterprises, Inc. The corporation is in good standing and all fees have been paid for this year.

The resolution adopts the name "Travelution, Inc." for use in the State of Florida, pending your approval.

Thank you for your patience and kind assistance in the selection of an available name for use in Florida.

Sincerely,



Gary Nappe
President

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned GARY NAPPE, do hereby certify
(Name)

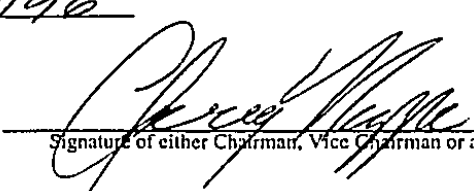
that this Resolution of the Board of Directors of ALPHA ENTERPRISES, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEVADA,
was duly adopted on June 14th, 1996.

Be it resolved, that ALPHA ENTERPRISES, INC.,
(Corporate Name)

organized and existing in the State of NEVADA, hereby adopts the name
TRAVELUTION, INC. for use in Florida.

Dated: 6/14/96


Signature of either Chairman, Vice Chairman or any officer

GARY NAPPE, PRES. & CHAIRMAN
Type or print name

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**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. ALPHA ENTERPRISES, 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. NEVADA 3. 88-0164366
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 3/5/80 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist "perpetual")

6. HAVE NOT
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6278 N. FEDERAL HWY #623
FORT LAUDERDALE, FL 33308
(Current mailing address)

8. ALL LEGAL (EXCEPT GAMING)
(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)

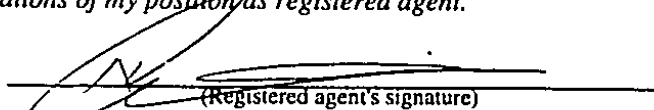
Name: NADER F. ANISE P.A.

Office Address: 6245 N. FEDERAL HWY, 5th FL

FORT LAUDERDALE, Florida, 33308
(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: GARY NAPPE (FORM DIRECTOR)

Address: 1350 E. FLAMINGO #125
LAS VEGAS NV 89119

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: GARY NAPPE

Address: 1350 E. FLAMINGO #125
LAS VEGAS, NV 89119

Vice President: SAME

Address: _____

Secretary: SAME

Address: _____

Treasurer: SAME

Address: _____

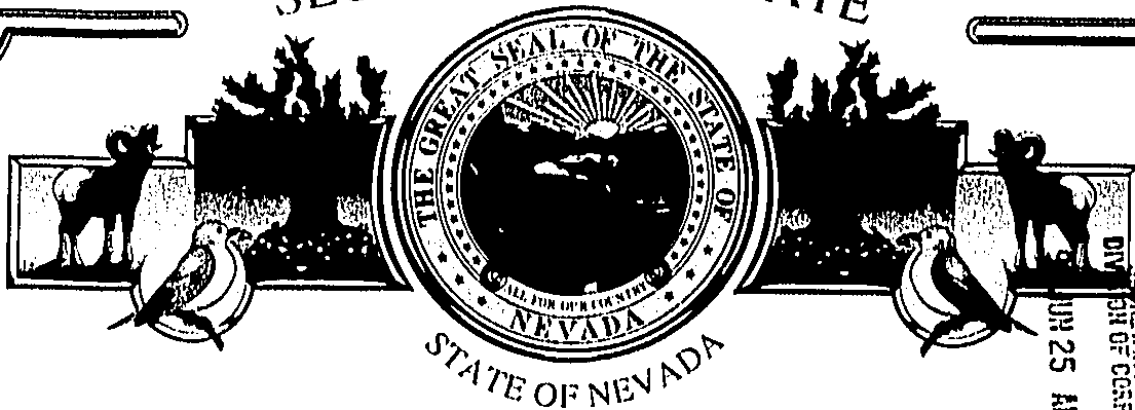
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. GARY NAPPE PRES.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GARY NAPPE PRES.
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 JUN 25 AM 10:47

SECRETARY OF STATE



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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 filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ALPHA ENTERPRISES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 5, 1980, 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, on June 18, 1996.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk