

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/22		
TIME	8:30		CK No.
BY	D		

WALK-IN
 Will Pick Up _____

RE: Travelnet International Corp No 52504

C.O. FEB. DISBURSED

Capital Express™

of the

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U B-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 23 AM 9:12

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN THE STATE OF 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. The name of the corporation is TRAVELNET INTERNATIONAL CORP.

2. The corporation was incorporated on May 17, 1996, pursuant to the laws of the state of Delaware.

3. The Corporation's federal identification number is:

65-0675444

4. The corporation is to have perpetual existence.

5. The Corporation has not transacted business in the state of Florida and will not transact business in the state of Florida until the filing of this Application with the Secretary of State.

6. The Corporation's current mailing address is:

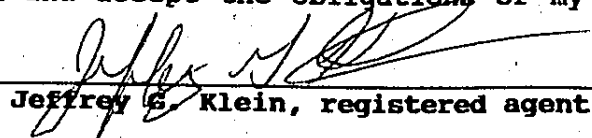
2200 N.W. Boca Raton Blvd.
Suite 220
Boca Raton, Florida 33431

7. The corporation is authorized to engage in any lawful business activity.

8. The name and street address of the registered agent is:

Jeffrey G. Klein
2600 N. Military Trail
Suite 270
Boca Raton, Florida 33431

9. I, Jeffrey G. Klein, 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.


Jeffrey G. Klein, registered agent

10. Attached hereto 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.

11. The name and address of each member of the Company's Board of Directors is:

Pedro R. Camjo
6840 N.W. 26th Street
Margate, Florida 33063

Lauri Doll-Gladstone
7618 Marbella Terrace
Boca Raton, Florida 33433

Joel Berger
6161 N.W. 2nd Avenue
Apt. 622
Boca Raton, Florida 33487

Sandra Helm
1317 S.W. 1st Terrace
Deerfield Beach, Florida 33441

Morton Glassman
6241 Pointe Regal Circle
Delray Beach, Florida 33484

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 9:12

12. The name and address of each of the Company's officers is:

Pedro R. Camejo, president/chief operating officer
6840 N.W. 26th Street
Margate, Florida 33063

Lauri Doll-Gladstone
7618 Marbella Terrace
Boca Raton, Florida 33487

Joel Berger
6161 N.W. 2nd Avenue, Apartment 622
Boca Raton, Florida 33487

The foregoing was executed this 12th day of July, 1996.

Pedro R. Camejo
Pedro Camejo, president

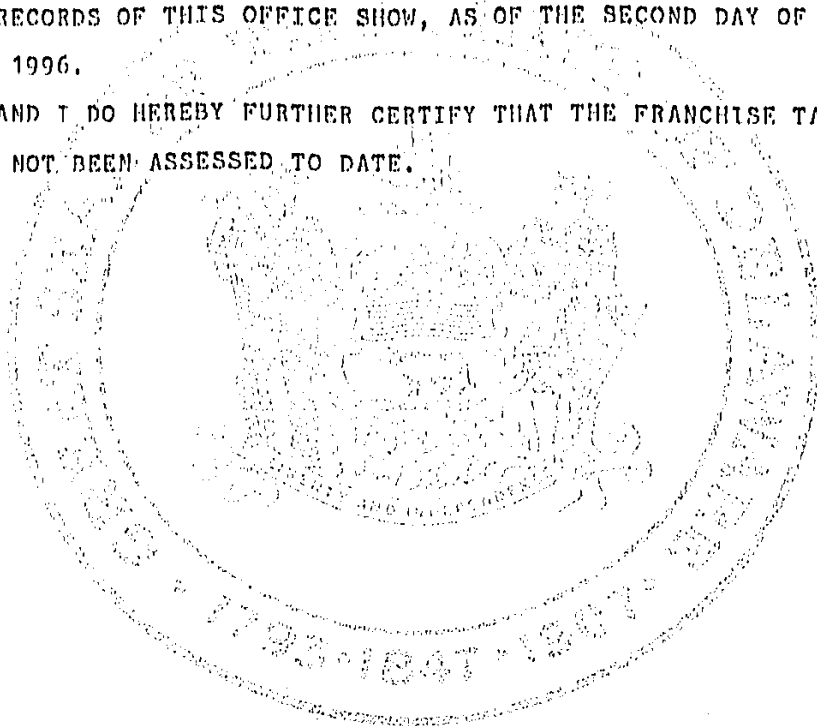
articl.for

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELNET INTERNATIONAL CORP." 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 SECOND DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 9:12



Edward J. Freel

Edward J. Freel, Secretary of State

2624738 8300

960195026

AUTHENTICATION: 8013599

DATE: 07-02-96