

**CORPORATE
ACCESS,
INC.**

16000003898
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Foreign

1.) Biztravel.com, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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-07/31/96--01048--013
*****280.00 *****140.00

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DIVISION OF CORPORATIONS

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. BizTravel.Com, 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. 77-0414904
(FEI number, if applicable)
4. Sept. 13, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 600 Hansen Way, Second Floor
Palo Alto, California 94304
(Current mailing address)
8. _____
(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: Corporate Access, Inc.

Office Address: 1116-D Thomasville Road, Mount Vernon Square

Tallahassee, Florida, 32303
(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.

Dan Bennett, Jr.
(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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:**A. DIRECTORS****Chairman:** John B. Evans**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**Vice Chairman:** Arthur J. Marku**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**Director:** Joseph P. Schoendorf**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**Director:** John I. Williams, Jr.**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**B. OFFICERS****President:** John I. Williams, Jr.**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**Vice President:** _____**Address:** _____**Secretary:** Robert V. Gunderson, Jr.**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94306**Treasurer:** Joseph P. Schoendorf**Address:** 600 Hansen Way, Second Floor
Palo Alto, California 94304

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

13.

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

Robert V. Gunderson, Jr. - Secretary

14.

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

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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 "BIZTRAVEL.COM, 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 THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIZTRAVEL.COM, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8039473
DATE: 07-24-96