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August 6, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gain Street
Tallahassee, FL 32399

600001917426
-08/09/96--01019--002
*****70.00 *****70.00

Re: Qualification of Getko Group Inc. in Florida

Dear Sir/Madam:

In connection with the above matter, the executed Application by Foreign Corporation, the Certificate of Legal Existence, and our check in the amount of \$70 to cover costs of filing enclosed herewith in compliance with Section 607.1503 of the Florida Statutes. All evidence of filing and qualification should be sent to me at the address set forth above.

If you have any comments or questions or require more information with respect to this matter, please call me at 203/270-8646. Thank you.

Very truly yours,


Mary Anne Napier

Enclosures
cc: Jennifer Taub, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Getko Group 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. New York
(State or country under the law of which it is incorporated)
3. 11-2346258
(FEI number, if applicable)
4. 12/16/74
(Date of Incorporation)
5. Perpetual
(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 817.1561, F.S.))
7. c/o CUC International Inc. Attention: Jennifer Taub, Esq.
707 Summer Street, Stamford, Connecticut 06904
(Current mailing address)
8. Advertising and any other act or activity permitted under 10.11 day
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida Statutes.)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation , Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

Dwight A. Coots, Asst. Secy.
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: E. Kirk Shelton

Address: 707 Summer Street

Stamford, CT 06904

Director: Walter A. Forbes

Address: 707 Summer Street

Stamford, CT 06904

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B. OFFICERS

President: Joel D. Zychick

Address: 115 South Service Road

Westbury, New York 11590

Vice President: Sandy Zipkis

Address: 115 South Service Road

Westbury, New York 11590

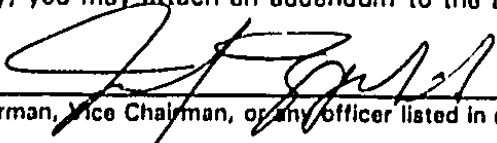
Secretary: Amy N. Lipton

Address: 707 Summer Street

Stamford, CT 06904

Treasurer: Cosmo Corigliano
Address: 707 Summer Street
Stamford, CT 06904

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)
14. Joel D. Zychick, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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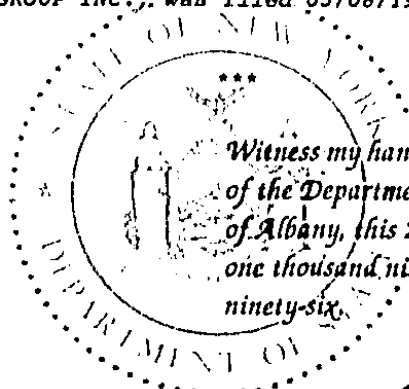
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of GETKO GROUP INC. was filed on 12/16/1974, under the name of G. T. K. Y. INTERNATIONAL, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment G. T. K. Y. INTERNATIONAL, INC., changing name to GETTING TO KNOW YOU INTERNATIONAL (NO. 2) LTD., was filed 03/17/1975.

A Certificate of Amendment GETTING TO KNOW YOU INTERNATIONAL (NO. 2) LTD., changing name to GETTING TO KNOW YOU INTERNATIONAL LTD., was filed 07/20/1989.

A Certificate of Amendment GETTING TO KNOW YOU INTERNATIONAL LTD., changing name to GETKO GROUP INC., was filed 05/08/1995.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of July
one thousand nine hundred and
ninety-six.

Alexander F. Trenchwell

Secretary of State

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