



THE COMPANY CORPORATION

313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

F96000005610

October 2, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/29/96--01097--005
*****70.00 *****70.00

RE: BENTROSE TRAVEL CONSULTING, INC.
9608122650582

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for BENTROSE TRAVEL CONSULTING, INC..

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas

Regina Cephas
Vice President

enc.

96 OCT 28 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BCT

**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. BENTROSE TRAVEL CONSULTING 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. 75-2667219
(FEI number, if applicable)
4. 8-12-96
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "Perpetual")
6. Upon Approval
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 820 S. MACARTHUR, STE 105-222
COPELL, TX 75019
(Current mailing address)
8. TRAVEL SERVICES
(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: Larry Wolfe
Office Address: 200A John Knox Rd
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.

See attached

(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:

A. DIRECTORS

Chairman: DONNA MATTHEWS
Address: 820 S. MACARTHUR, STE. 105-222
COPPELL, TX 75019

Vice Chairman: _____
Address: _____

Director: DONNA MATTHEWS
Address: SAME

Director: _____
Address: _____

B. OFFICERS

President: DONNA MATTHEWS
Address: SAME

Vice President: DONNA MATTHEWS
Address: SAME

Secretary: DONNA MATTHEWS
Address: SAME

Treasurer: DONNA MATTHEWS
Address: SAME

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

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

14. DONNA MATTHEWS, PRESIDENT
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Bentrose Travel Consulting, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Coppell, Texas, ~~State of Florida~~, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.



Larry Wolfe

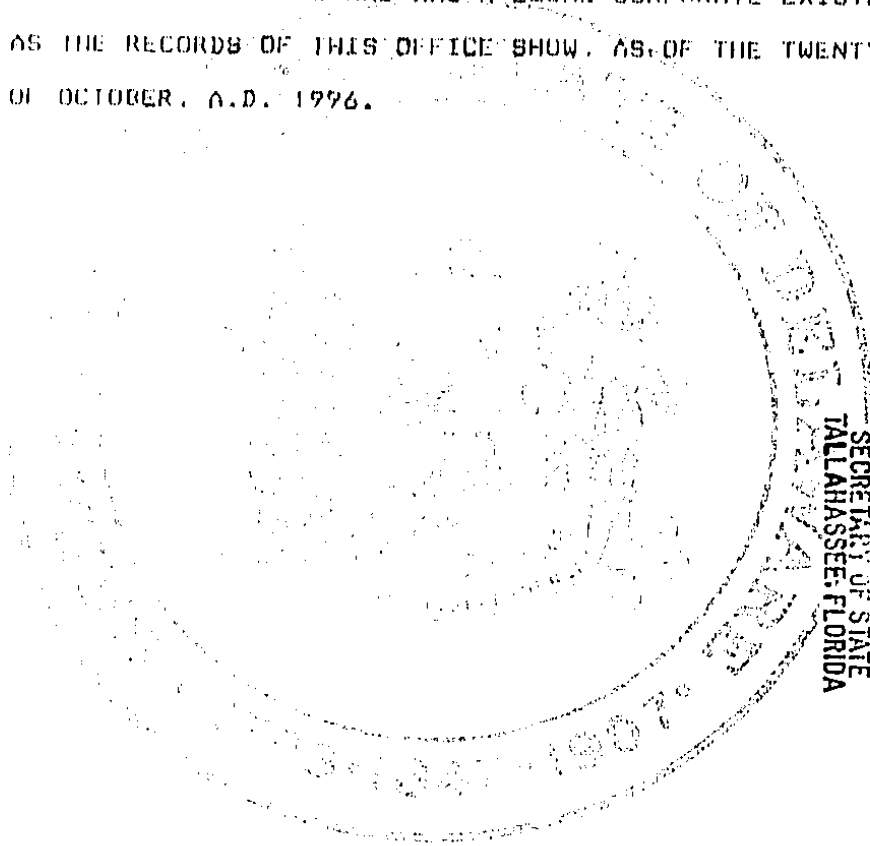
10/22/96

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENTROSE TRAVEL CONSULTING, 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-SECOND DAY OF OCTOBER, A.D. 1996.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel, Secretary of State

8155940

AUTHENTICATION:

DATE:

10-22-96