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1201 HAYS STREET
MIAMI, FL 33131-0007
904-22-0171
904-22-0391

800-42-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 160788 4307494

AUTHORIZATION : *Patricia Pajuste*

COST LIMIT : \$ 70.00

ORDER DATE : November 19, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 160788-010

600002012336--4

CUSTOMER NO: 4307494

CUSTOMER: Eli Schoenfield, Esq
Kay Collyer & Boose
One Dag Hammarskjold Plaza

New York, NY 10017

FOREIGN FILINGS

NAME: ADT TRAVEL SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 22 PM 2:27

RECEIVED
96 NOV 22 AM 10:42
DIVISION OF CORPORATION

11/22

**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. ADT TRAVEL SERVICES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviation 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. Applied for
(FBI number, if applicable)
4. October 8, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Awaiting qualifications
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Suite 421W, 2255 Glades Road
Boca Raton, FL 33431
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Victoria Schrubel, Asst. V.P.

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jan S. Beck

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

Director: Steven J. Levine

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

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

President: Jan S. Beck

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

Vice President: Marc Addis

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

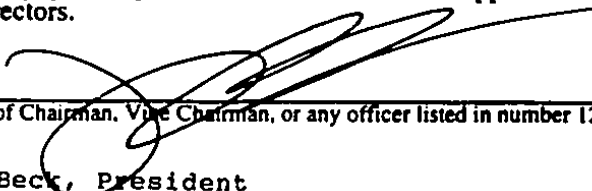
Secretary: Steven J. Levine

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

Treasurer: Ann M. Olbert

Address: Suite 421W, 2255 Glades Road
Boca Raton, FL 33431

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. Jan S. Beck, President
(Typed or printed name and capacity of person signing application)

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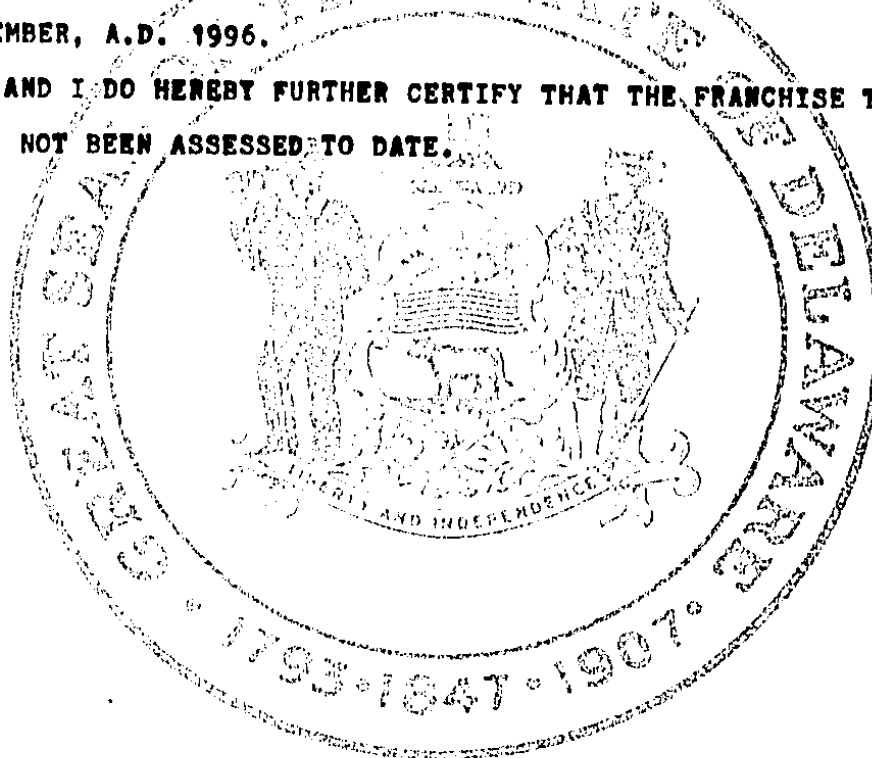
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADT TRAVEL SERVICES, 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 TWENTIETH DAY OF NOVEMBER, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8201104

DATE: 11-20-96