

# THE COMPANY CORPORATION

131 N. Market Street • Wilmington, Delaware 19801-4515 • Telephone: (302) 575-0440 • Fax: (302) 575-1046

December 3, 1997

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

000002365550--9  
-12/08/97--01084--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: GALILEEIAN TRAVEL, INC.  
9710292813558

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 GALILEEIAN TRAVEL, 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, ..

*Linda Snook / RA*

Linda J. Snook  
Unit Leader  
Non-Delaware Filings

enc.

FILED  
97 DEC -8 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. GALILEEIAN TRAVEL, 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  
FLORIDA  
(State or country under the law of which it is incorporated)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. October 29, 1997  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. pending approval  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 11365  
Pensacola, FL 32524  
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized  
(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 A. Wolfe

Office Address: 200 - A John Knox Road

Tallahassee, Florida, 32303-6643  
(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: CAROL J. PITMAN

Address: 7185 Schwab Drive  
Pensacola, FL 32504

Vice Chairman: DONALD J. MODEL

Address: 1213 DULANEY WOODS RD  
HUNT VALLEY, MD 21030

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: CAROL J. PITMAN

Address: 7185 Schwab Drive  
Pensacola, FL 32504

Vice President: DONALD J. MODEL

Address: 1213 DULANEY WOODS RD  
HUNT VALLEY, MD 21030

Secretary: CAROL J. PITMAN

Address: 7185 Schwab Drive  
Pensacola, FL 32504

Treasurer: DONALD J. MODEL

Address: 1213 DUL

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

13. Carol J. Pitman / Donald J. Modell  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

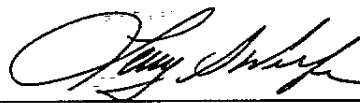
14. Carol J. Pitman / VICE CHAIRMAN  
(Typed or printed name and capacity of person signing application)  
CHAIRMAN

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 607.1503, Florida Statutes, the following is  
submitted:

First, this GALILEEIAN TRAVEL, INC. organized  
under the laws of the state of Delaware with its principal place of  
business to be located in the city of Pensacola, 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 provision of all statutes relative to the proper and  
complete performance of my duties.

  
\_\_\_\_\_  
Larry Wolfe

12-02-97  
\_\_\_\_\_  
Date

FILED  
9 DEC -8 AM 11:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

GALILEEIAN TRAVEL, INC.  
A CLOSE CORPORATION

FIRST: The name of this corporation is GALILEEIAN TRAVEL, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1313 N. Market St., Wilmington, DE 19801-1151. County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 1,500 shares of NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cephas, 1313 N. Market St., Wilmington DE 19801-1151

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: OCTOBER 29, 1997

*Regina Cephas*  
Regina Cephas

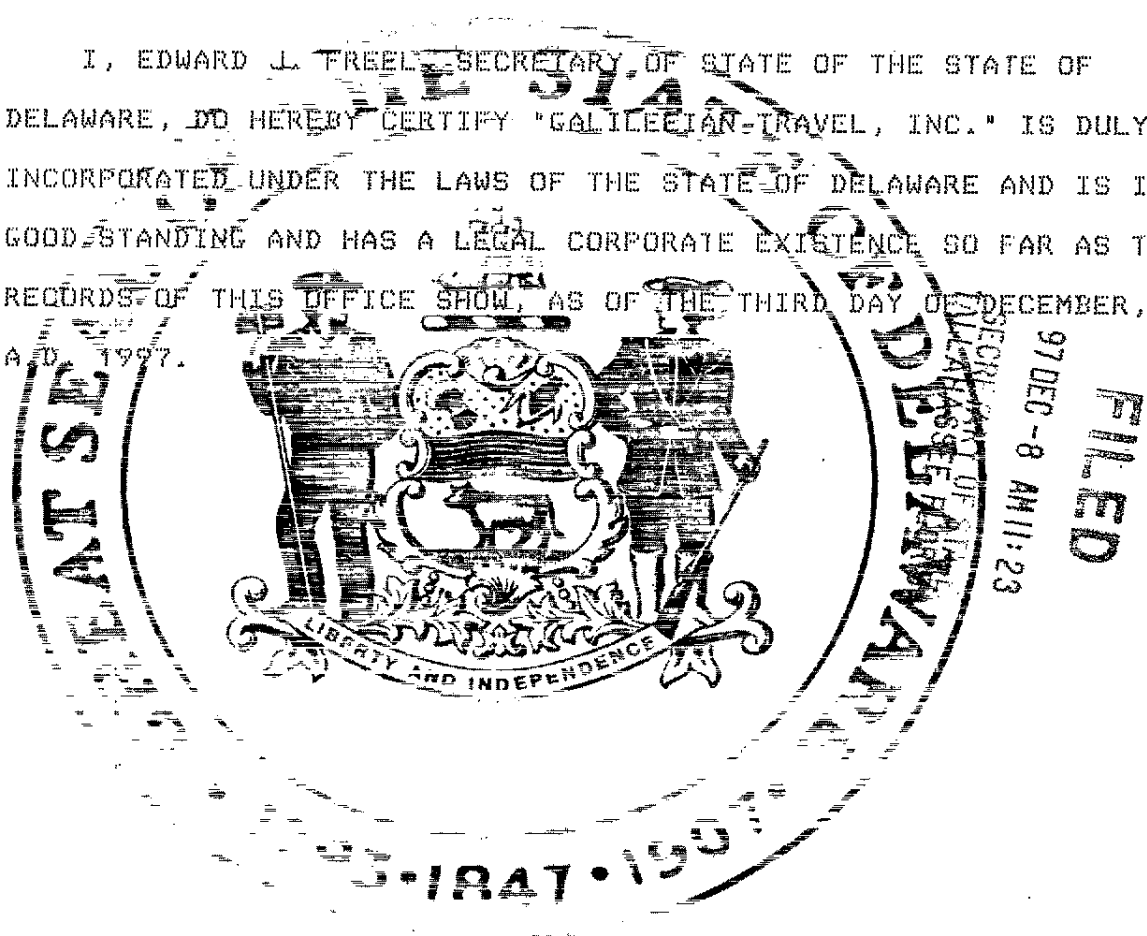
FILED  
97 DEC -8 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 "GALILEEIAN-TRAVEL, 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 THIRD DAY OF DECEMBER, A.D. 1997.



FILED

97 DEC -8 AM 11:23



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: