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ACCOUNT NO. : 072100000032

REFERENCE : 650175 4306960

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1997

ORDER TIME : 8:36 AM

ORDER NO. : 650175-005

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CUSTOMER NO.: 4306960

CUSTOMER: Barry J. Boxer, Esq
Rose & Boxer
620 Fifth Avenue
Suite 314
New York, NY 10022

FOREIGN FILINGS

NAME: TRAVCORP TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 AM 10:40

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98 JAN -2 AM 10:03
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. Travcorp Technologies, 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. _____

(FEI number, if applicable)

4. December 22, 1993

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2929 East Commercial Boulevard

Fort Lauderdale, Florida 33308

(Current mailing address)

8. Travel technology and any lawful activity for which corporation 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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Richard Masefield

Office Address: 2929 East Commercial Boulevard

Fort Lauderdale

, Florida, 33308

(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.


(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: Arnold Tollman

Address: 11 East 26th Street,

New York, New York 10010

Vice Chairman: Richard Masefield

Address: 2929 East Commercial Boulevard

Fort Lauderdale, Florida 33308

Director:

Address:

Director:

Address:

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

President: Arnold Tollman

Address: 11 East 26th Street

New York, New York 10010

Vice President: Richard Masefield

Address: 2929 East Commercial Boulevard

Fort Lauderdale, Florida 33308

Secretary: Magda Mikhli

Address: 11 East 26th Street

New York, New York 10010

Treasurer: Magda Mikhli

Address: 11 East 26th Street

New York, New York 10010

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.

Richard Masefield, Vice Chairman/Vice President

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

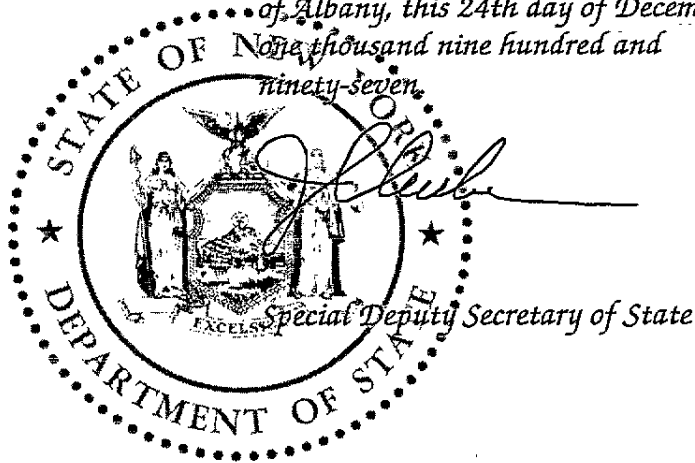
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of TRAVCORP TECHNOLOGIES, INC. was filed on 12/22/1993, under the name of TRAFALGAR COMPUTER SERVICES INC. , with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment TRAFALGAR COMPUTER SERVICES INC. , changing name to TRAVCORP TECHNOLOGIES, INC., was filed 09/23/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of December
One thousand nine hundred and
ninety-seven.



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