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FLORIDA DIVISION OF CORPORATIONS

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075350000065
CONTACT: IRIS HAIBI
PHONE: (954)525-7500 FAX #:
(954)761-8475

NAME: IT ACQUISITION CORP.
AUDIT NUMBER......H98000005041
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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. IT ACQUISITION CORP.
(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. 522060786
(FEI number, if applicable)

4. 9/18/97
(Date of incorporation)

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

6. Following qualification pursuant to this application.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 110 E. Broward Blvd., Suite 1100
Ft. Lauderdale, FL 33301
(Current mailing address)

8. Travel agency services and recruitment of independent travel agents.
(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: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida 33324
(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:

A. DIRECTORS

Chairman: Michael S. Egan
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

Vice Chairman: Joseph R. Traina
Address: 45 Woodvalley Lane
Flowerhill, NY 11050

Director: S. Jacqueline Egan
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

Director: Rosalie V. Arthur
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

B. OFFICERS

President: Joseph R. Traina
Address: 45 Woodvalley Lane
Flowerhill, NY 11050

Vice President: Rosalie V. Arthur
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

Secretary: Rosalie V. Arthur
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

Treasurer: Rosalie V. Arthur
Address: 110 S.E. 6th Street
Ft. Lauderdale, FL 33301

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

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

14. Joseph R. Traina, President
(Typed or printed name and capacity of person signing application)

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IT ACQUISITION CORP." 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 THIRTEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8970253

DATE: 03-13-98

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