

# F98000004343

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: TRAVELPLAN USA INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lisa Sier, Esq.  
(Name of Person)  
The Law Office of Lisa Sier  
(Firm/Company)  
485 Madison Ave., 15th Floor  
(Address)  
New York, NY 10022  
(City/State/Zip)

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DIVISION OF CORPORATIONS  
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mtu  
7/30

000002568450--7  
-07/30/98--01063--007  
\*\*\*\*\*500.00 \*\*\*\*\*500.00

Should you need to call someone concerning this matter, please call:

000002568450--7  
-06/22/98--01137--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Lisa Sier at (212) 768-8808  
(Name of Person) (Area Code & Daytime Telephone Number)

W98-14301

000002568450--7  
-07/22/98--01029--001  
\*\*\*\*\*150.00 \*\*\*\*\*150.00

### COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 22, 1998

LISA SIER, ESQ.  
THE LAW OFFICE OF LISA SIER  
485 MADISON AVE., 15TH FLOOR  
NEW YORK, NY 10022

SUBJECT: TRAVEL PLAN USA INC.  
Ref. Number: W98000014301

We have received your document for TRAVEL PLAN USA INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 498A00034352

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500 Fifth Avenue, 11th Floor  
New York, N.Y. 10110  
Tel: (212) 944-4919  
Fax: (212) 921-1648

July 8, 1998

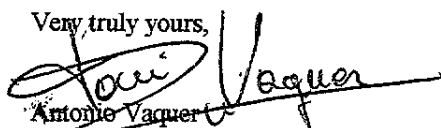
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314  
Attn.: Michael Mays

Dear Mr. Mays:

Item 6 of the application for authorization to transact business has been completed. Enclosed please find a check for \$150.00 representing the corporate annual fee for 1997.

As we were unaware of the requirement that a certificate of authorization was necessary to conduct business in your state, we respectfully request that you reduce the penalty to \$500.00. Your thoughtful consideration would be appreciated. Thank you.

Very truly yours,

  
Antonio Vaquer  
Controller

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# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 28, 1998

RE: Travel Plan USA, Inc.

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Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed and that corporation be issued a certificate of authority. Corporation has previously paid annual report fees from 1997 of \$150 and has now paid foreign nonqualified penalties for the same period of \$500 assessed at the statutory minimum of \$500 per year. Accordingly, it is recommended that this file be closed.

/gty

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. TRAVEL PLAN USA 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 3. 13-3891523  
(State or country under the law of (FEI number, if  
which it is incorporated) applicable)
4. 3/26/96 5. PERPETUAL  
(Date of Incorporation (Duration: Year corp. will cease to  
exist or "perpetual")
6. 3/01/97  
(Date first transacted business in Florida. (See sections.  
607.1501, 607.1502 and 817.156, F.S.))
7. 500 Fifth Avenue, 11th Floor  
New York, NY 10110  
(Current mailing address)
8. TO CONDUCT TRAVEL RELATED SALES AND 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:

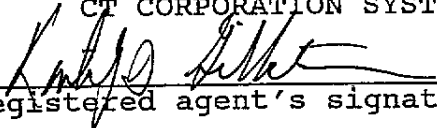
Name: CT CORPORATION SYSTEM  
Office Address: c/o CT Corporation System, 1200 South Pine  
Island Road Plantation, Florida, 33324  
Zip Code

10. Registered agent 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.

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CT CORPORATION SYSTEM

  
(Registered agent's signature) (Officer)

Kim Gilbertson, Assistant Secretary

(Type Name and Title of Officer)

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. Name and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ANTONIO CALDEIRO

Address: Plaza de Espana, 18- Planta 2, Of., dcha.

(Torre de Madrid) 28008 MADRID

Vice Chairman: GERARDO ARINO

Address: 500 Fifth Avenue, 11th Floor

New York, New York 10110

Director: ANTONIO VAQUER

Address: 500 Fifth Avenue, 11th Floor

New York, Ny 10110

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

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

B. OFFICERS

President: ANTONIO CALDEIRO

Address: Plaza de Espana, 18 - Planta 2, Of. dcha.

(Torre de Madrid) 28008 MADRID

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DIVISION OF CORPORATIONS

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Vice President: GERARDO ARINO

Address: 500 Fifth Ave., 11th Floor

New York, NY 10110

Secretary: ANTONIO VAQUER

Address: 500 Fifth Avenue, 11th Floor

New York, NY 10110

Treasurer: ANTONIO VAQUER

Address: 500 Fifth Ave., 11th Floor

New York, NY 10110

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.

GERARDO ARINO vice chairman  
(Typed or printed name and capacity of person signing application.)

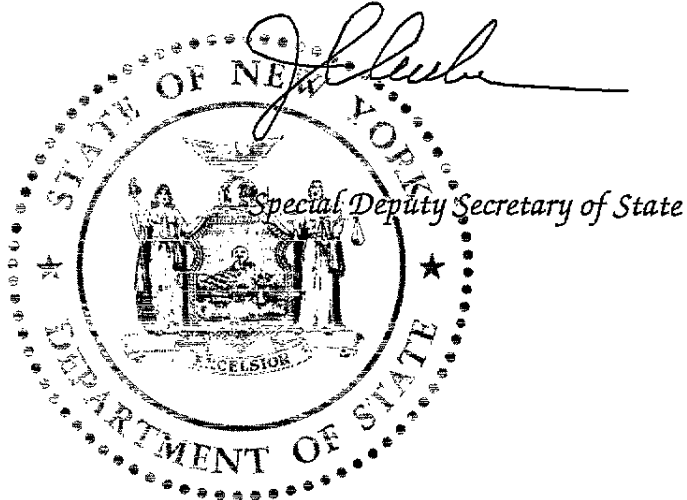
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State of New York } ss:  
Department of State

I hereby certify, that the certificate of incorporation of TRAVELPLAN USA INC. was filed on 03/26/1996, 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.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 12th day of June  
one thousand nine hundred and  
ninety-eight.*



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