

F98000005724

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Agora Travel, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002662209--3
-10/13/98--01021--001
*****70.00 *****70.00

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:

Michael E. Geltner, Esq.
(Name of Person)
Geltner & Associates, P.C.

(Firm/Company)
10 E Street, S.E.

(Address)
Washington, D.C. 20003

(City/State/Zip)

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

Michael E. Geltner, Esq. at (202) 547-1136
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

**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. Agora 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. Maryland 3. 52-2108305
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/2/98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None other than set-up costs, incurred 9/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 235 N.E. 4th Avenue, Suite 102

Del Ray Beach, FLA 33483

(Current mailing address)

Arrange, sell, lead, advertise & disseminate travel, travel tours & associated travel information; act as travel agency; engage in any one or more businesses

8. or transactions or acquire all or any portion of an entity engaged in one or more businesses.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Michelle DeFilippis

Office Address: 7200 N.W. Second Ave., No. 59

Boca Raton, Florida, 33487

(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.

Michelle DeFilippis

(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William Bonner

Address: 14 West Mount Vernon Place
Baltimore, MD 21201

Vice Chairman: Mark Ford

Address: 14 West Mount Vernon Place
Baltimore, MD 21201

Director: Myles Norin

Address: 14 West Mount Vernon Place
Baltimore, MD 21201

Director: _____

Address: _____

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

President: William Bonner

Address: 14 West Mount Vernon Place
Baltimore, MD 21201

Vice President: Michelle DeFilippis

Address: 7200 N.W. Second Ave., No. 59
Boca Raton, FLA 33487

Secretary: Myles Norin

Address: 14 West Mount Vernon Place
Baltimore, MD 21201

Treasurer: _____

Address: _____

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

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

14. MICHELLE DEFILIPPIS AS VICE PRESIDENT FOR AGORA TRAVEL, INC.
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

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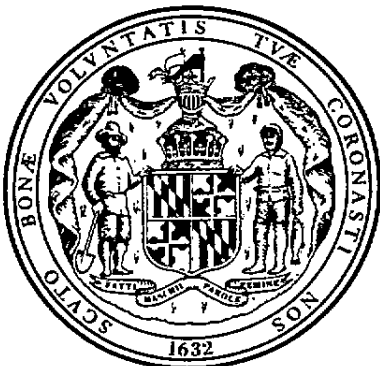
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AGORA TRAVEL, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 5TH DAY OF
OCTOBER, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION