

Document Number Only
F980000005949

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

400002660454--2

-10/09/98--01050--020

*****70.00 *****70.00

CORPORATION(S) NAME

W98-23049

Travelways, Inc

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DIVISION OF CORPORATIONS

98 OCT -9 PM 12:52

mtu
10/26

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

OCT 15 / 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Mr. Han

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98 OCT 9 AM 11:45
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 16, 1998

File
CT CORP

SUBJECT: TRAVELWAYS, INC.
Ref. Number: W98000023049

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The adopted name T W Holdings, Inc. is not available also so therefore you would need to adopt another name. ✓

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.

To: Michael Mays
Document Specialist

Letter Number: 998A00051219

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98 OCT -9 PM 12: 52

*Please back-date
this filing to
10-9-98
Thanks*

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98 OCT 26 PM 12: 19
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

From: C T CORP

SUBJECT: TRAVELWAYS, INC.
Ref. Number: W98000023049

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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.

To: Michael Mays
Document Specialist

Letter Number: 898A00050319

*Please Book - Date
this Filing to 10-9-98*

Thanks Melanie

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98 OCT 15 PM 3:50

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert H. Byrne, do hereby certify
(Name)

that this Resolution of the Board of Directors of Travelways, Inc
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on October 13, 19 98

Be it resolved, that Travelways, Inc
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

TW Entertainment Transportation, Inc. for use in Florida.

Dated: Oct 14 / 98

[Signature] Secretary
Signature of either Chairman, Vice Chairman or any officer
Robert H. Byrne
Type or print name

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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. Travelways, 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
(State or country under the law of which it is incorporated)
3. 22-3512224
(FEI number, if applicable)
4. April 29, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 4559 Route 9 North, Howell, New Jersey 07731
(Current mailing address)
8. Transportation and motorcoach 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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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 obligation of my position as registered agent.

C T Corporation System

Francis P. Ream
(Registered agent's signature) (Officer)

Francis P. Ream, Asst. 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. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. Robert Byrne, Secretary and Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Travelways, Inc.**

1. Denis J. Gallagher, Chief Executive Officer and President
4559 Route 9 North
Howell, New Jersey 07731
2. Robert Byrne, Vice President and Secretary
4559 Route 9 North
Howell, New Jersey 07731
3. John F. Tierney, Vice President and Chief Financial Officer
4559 Route 9 North
Howell, New Jersey 07731

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Travelways, Inc.**

1. Denis J. Gallagher
4559 Route 9 North
Howell, New Jersey 07731
2. Joseph P. Nolan
6100 Sears Tower
Chicago, Illinois 60606-6402
3. Vincent Hemmer
6100 Sears Tower
Chicago, Illinois 60606-6402
4. Eliot Powell
Post Office Box 1992
Boston, Massachusetts 02105-1992 *only known address*

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State of Delaware
Office of the Secretary of State

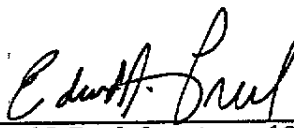
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELWAYS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, 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

2745397 8300

AUTHENTICATION:

9329873

981378295

DATE:

09-30-98