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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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

Dear Sir or Madam:

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-02/26/99--01057--005
*****87.50 *****87.50

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 J. Weber
(Name of Person)
Feldman Gale & Weber, P.A.
(Firm/Company)
100 Southeast 2nd Street, Suite 3850
(Address)
Miami, Florida 33131
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Michael J. Weber/Ozzie A. Farreast (305) 358-5001
(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

no conflict w/
pending trademark
W99-4838

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

FELDMAN GALE & WEBER

A PROFESSIONAL ASSOCIATION

NATIONSBANK TOWER
100 S.E. 2nd STREET, SUITE 3850
MIAMI, FLORIDA 33131-2148
TEL. 305-358-5001
FAX. 305-358-3309

February 25, 1999

VIA FEDERAL EXPRESS

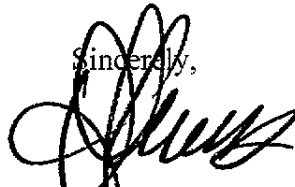
State of Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Dear Madam/Sirs:

Enclosed please find a completed application and corresponding documents and fee for obtaining authorization Rodgers Travel, Inc. to conduct business in Florida. Please send all correspondence regarding this application to the attention of Michael J. Weber or myself at the above address.

Thank you for your attention in this matter.

Sincerely,



Ozzie A. Farres

enclosures

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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. Rodgers 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. Pennsylvania 3. 232-47-5129
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1987 5. perpetual
(Date of incorporation) (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, E.S.)

7. 4518 City Avenue, 3rd Floor
Philadelphia, PA 19131
(Current mailing address)

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8. Provision of Travel Agency Services
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

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.

Barbara A Burke BARBARA A. BURKE
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

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)

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

Chairman: Norma Pratt

Address: 4518 City Avenue, 3rd Floor
Philadelphia, PA 19131

Vice Chairman: Gregory Pratt

Address: 1125 Kaolin Route
Kennett Sq., PA 19348

Director: Mark Pestronk

Address: 4041 University Drive, Suite 450
Fairfax, VA 22030

Director: Theodore Grier

Address: 11607 Zareh Drive
Clinton, MD 20735

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TALLAHASSEE FLORIDA

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

President: Norma Pratt

Address: 4518 City Avenue, 3rd Floor
Philadelphia, PA 19131

Vice President: Gregory A. Pratt

Address: 1125 Kaolin Route
Kennett Sq., PA 19348

Secretary: Gregory A. Pratt

Address: 1125 Kaolin Route
Kennett Sq., PA 19348

Treasurer: None

Address: _____

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

13. *Norma Pratt*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Norma Pratt, President
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 28, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

RODGERS TRAVEL, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kimi D'Agostino
ACTING Secretary of the Commonwealth

SSCH

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TALLAHASSEE FLORIDA

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