



THE UNITED STATES
CORPORATION
COMPANY

F99000001715

ACCOUNT NO. : 072100000032

REFERENCE : 186838 4303929

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : March 29, 1999

ORDER TIME : 12:39 PM

ORDER NO. : 186838-005

CUSTOMER NO. : 4303929

900002825679--1

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

FOREIGN FILINGS

NAME: TRAVEL TECHNOLOGY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

A23/31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 3:58

99 MAR 31 PM 3:13

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. TRAVEL TECHNOLOGY, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)
3. Applied for
(F.E.I Number, if applicable)
4. March 11, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. c/o Francis B Jacobs, II 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington Delaware 19801
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301

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10. REGISTERED AGENT'S ACCEPTANCE: Having been named as the 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.

Deborah D. Skipper (Signature)
Registered Agent

Date: March 31, 1999

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: Jill Vales

Address: 300 Delaware Avenue, 9th Floor-DE 5403

Wilmington, Delaware 19801

Director: Robert J. Maraist

Address: 300 Delaware Avenue, 9th Floor-DE 5403

Wilmington, Delaware 19801

Director: Milly F. Smith

Address: 300 Delaware Avenue, 9th Floor-DE 5403

Wilmington, Delaware 19801

B. OFFICERS:

President/
Treasurer Jill Vales

Address: 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington, DE 19801

Vice President/
Secretary Francis B. Jacobs, II

Address: 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington, DE 19801

Vice President/
Assistant Secretary/ Assistant Treasurer Kurt Krahnke

Address: 300 Delaware Avenue, 9th Floor-DE 5403, Wilmington, DE 19801

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

13.

Jill Vales
(Signature of officer listed in #12)

Date: March 29, 1999

14.

Jill Vales, President

(Print or type name and office of person signing this application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVEL TECHNOLOGY, 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 TWENTY-NINTH DAY OF MARCH, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 31 PM 3:59



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9657611

03-29-99