



F99000005702

ACCOUNT NO. : 072100000032

REFERENCE : 457329 4144A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 1999

ORDER TIME : 12:16 PM

800003034048--5

ORDER NO. : 457329-010

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst
Holland & Knight
Suite 3000
701 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: INTERNATIONAL STUDY TOURS,
LTD. CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 4:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

RECEIVED
99 NOV -3 PM 1:44

h/r
11/13/99

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. International Study Tours, Ltd. Corporation

(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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. May 3, 1988

(Date of incorporation)

5. Perpetual

(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, F.S.))

7. 80 S.W. 8th Street, Suite 2601, Miami, Florida 33130

(Current mailing address)

8. Tour Operator

(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

(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 obligation of my position as registered agent.

CORPORATION SERVICE COMPANY

Deborah D. Skipper

(Registered agent's signature) (Officer)

Deborah D. Skipper
as its agent

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

RECEIVED
DEPARTMENT OF STATE
CORPORATIONS
JUN 13 3 45 PM

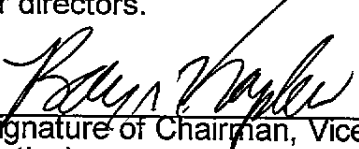
Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV - 4 PM 4:45

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.

Barry S. Kaplan, Vice President

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

RIDER
OFFICERS/DIRECTORS
OF
INTERNATIONAL STUDY TOURS, LTD. CORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 4:45

Director and President: Phil Bakes
80 S.W. 8th Street, Suite 2601
Miami, Florida 33130

Director, Exec. Vice President,
Secretary and Treasurer: Andrew C. McKey
80 S.W. 8th Street, Suite 2601
Miami, Florida 33130

Director, Exec. Vice President
and Assistant Secretary: Barry S. Kaplan
80 S.W. 8th Street, Suite 2601
Miami, Florida 33130

Chief Financial Officer: Rob Erickson
80 S.W. 8th Street, Suite 2601
Miami, Florida 33130

State of New York
Department of State } ss:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 4:45

I hereby certify, that the certificate of incorporation of INTERNATIONAL STUDY TOURS, LTD. was filed on 05/03/1988, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of October
one thousand nine hundred and
ninety-nine.



Special Deputy Secretary of State

199910180222 43