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LAW OFFICES

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Ellin H. Wymard
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December 23, 1998

BY FEDERAL EXPRESS

Division of Corporations
Attention: Registration Department
409 East Gaines Street
Tallahassee, Florida 32399

400002723584--1
-12/28/98--01100--005
*****35.00 *****35.00

400002723584--1
-12/28/98--01100--006
*****250.00 *****250.00

Re: Worldview Travel, LLC

Dear Sir or Madam:

Enclosed please find an Application by a Foreign Limited Liability Company for authorization to transact business in Florida along with an additional copy of the Application and return envelope for your convenience in stamping and confirming the filing.

If you have any questions, please call me.

Very truly yours,

Ellin H. Wymard
Ellin H. Wymard

FILED
98 DEC 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	EHW:hm
Availability	Dec
Enclosures	
Document Examiner	DCC
Updater	DCC
Updater	DCC
Verifier	DCC
Signature	DCC
Verifier	DCC

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Worldview Travel, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Pennsylvania
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 25-1784433
(FEI number, if applicable)
4. February 27, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualifications
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1210 Twelfth Lane
Palm Beach Gardens, Florida 33418
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
1. <u>Michael J. Saunders</u> <u>671 Washington Road</u> <u>Pittsburgh, PA 15228</u>	<u>MGRM</u>	3. <u>Gina Meyerson</u> <u>1210 Twelfth Lane</u> <u>Palm Beach Gardens, FL 33418</u>	<u>MGR</u>
2. <u>Carl Brandtonies</u> <u>671 Washington Road</u> <u>Pittsburgh, PA 15228</u>	<u>MGRM</u>		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

FILED
 98 DEC 28 PM 2:00
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Worldview Travel, LLC

2. The name and the Florida street address of the registered agent and office are:

Gina Meyerson, Manager

(Name)

1210 Twelfth Lane

Florida street address (P.O. Box NOT ACCEPTABLE)

Palm Beach Gardens

33418

FL

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 28 PM 12:00

FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)


Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Worldview Travel, LLC
_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 400,000 Loan
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is 500,000
(This total includes amounts from 2 and 3 above.)

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98 DEC 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

MICHAEL J SAUNDERS

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

DECEMBER 08, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

WORLDVIEW TRAVEL LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting 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.

Kim Ditzinger

ACTING Secretary of the Commonwealth

SSCH

FILED

98 DEC 28 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA