

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

89707

Corp. I.D. # _____

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

LIBERTY TRAVEL, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is *LIBERTY TRAVEL, INC.*

SECOND: The name which it elects to use in Rhode Island is *LIBERTY TRAVEL, INC.*

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of *NEW YORK*

FOURTH: The date of its incorporation is *2/10/69* and the period of its duration is *PERPETUAL*

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is *525 3RD AVE, NEW YORK, NY 10016*

SIXTH: The address of its proposed registered office in Rhode Island is *123 Dyer Street, Providence, R. I. 02903* and the name of its proposed registered agent in Rhode Island at that address is *C T CORPORATION SYSTEM*

C T CORPORATION SYSTEM

Kristine A. Tami
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are *TRAVEL AGENCY*

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SECRETARY OF STATE
CORPORATIONS DIV.
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JUN 06 1995

By *DD #55*
141095

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
GILBERT HAROUCHE	Director	69 SPRING ST, RAMSEY NJ 07446
FRED KASSNER	Director	69 SPRING ST, RAMSEY NJ 07446
	Director	
GILBERT HAROUCHE	President	69 SPRING ST, RAMSEY NJ 07446
RICHARD COWLAN	Vice President	69 SPRING ST, RAMSEY NJ 07446
BARRY KAPLAN	Secretary	69 SPRING ST, RAMSEY NJ 07446
RICHARD COWLAN	Treasurer	69 SPRING ST, RAMSEY NJ 07446

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
21,000	COMMON		.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	COMMON		.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 95,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 24,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 94,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 451,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 5/17, 1995 LIBERTY TRAVEL, Inc
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its VICE President
and Barry Koplan
Its Secretary

STATE OF New Jersey }
COUNTY OF Bergen } Sc.

At Ransey in said County on the 17 day
of May 1995, before me personally appeared Richard
Coulson & Barry Koplan, who being by me first duly sworn, declared that
he is the VICE PRESIDENT SECRETARY of LIBERTY TRAVEL, Inc,
that he signed the foregoing document as such OFFICER of the
corporation, and that the statements therein contained are true.

Laurence M. Taylor
Notary Public
LAURENCE M. TAYLOR
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 26, 1997

(NOTARIAL SEAL)