

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

BUSINESS CORPORATION

Corp. I.D. # 98030

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

..... C W Government 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 ..... C.W. Government Travel, Inc. ....

SECOND: The name which it elects to use in Rhode Island is C.W. Government 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 ..... Delaware .....

FOURTH: The date of its incorporation is ..... June 25, 1997 ..... 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 ..... 12755 State Highway 55, Minneapolis, MN 55441 .....

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

CT Corporation System

By: Susan J. Warner  
Signature Asst. Sec.

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

General business purposes including, without limitation, engaging in travel related services to consumers.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Douglas C. Ziemer	Director	12755 State Highway 55, Minneapolis, MN 55441
Robert T. Erickson	Director	" "
	Director	
Douglas C. Ziemer	President	12755 State Highway 55, Minneapolis, MN 55441
Robert T. Erickson	Vice President	" "
Gerald W. Hogan	Secretary	" "
	Treasurer	

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>
1,000	Common	N/A	\$.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>
1,000	Common	N/A	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 6,198,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 34,000,000.

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 \$ 10,000.

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.

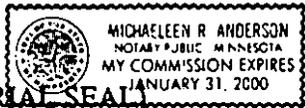
Dated November 24, 19 97

C W Government Travel, Inc.  
[Exact Corporate Name of corporation Making Application]

By [Signature]  
Robert T. Erickson  
Its Vice President-Finance  
and [Signature]  
Gerald W. Hogan  
Its Secretary

STATE OF Minnesota }  
COUNTY OF Hennepin } Sc.

AT Minneapolis, Minnesota in said County on the 24<sup>th</sup> day  
of November 1997, before me personally appeared Robert T. Erickson  
, who being by me first duly sworn, declared that  
he/she is the Vice President-Finance of C W Government Travel, inc.  
that he/she signed the foregoing document as such Vice President-Finance of the  
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

[Signature]  
Notary Public



*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CW GOVERNMENT TRAVEL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 4:30 O'CLOCK P.M.



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

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*Edward J. Freel, Secretary of State*

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AUTHENTICATION:

DATE:

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12-02-97