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KENNETH D. COOPER
STEPHANIE L. LEWIS

WOODLAND HILLS, CALIFORNIA 91367-6478
TELEPHONE (818) 594-0011
FACSIMILE (818) 594-0797

IN REPLY REFER TO:

September 18, 2000

00 SEP 19 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Florida Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

~~F 5316~~

Re: Passenger Ticket Services, Inc., a California Corporation

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-09/19/00--01055--001
*****78.75 *****78.75


Dear Sir or Madam:

With respect to the above corporation, enclosed you will find:

1. Your form Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certified copy of Certificate of Amendment of Articles of Incorporation indicating that Passenger Ticket Services, Inc. is a lawful California corporation.
4. Our check in the sum of \$78.75 to cover the filing fee for the Application and Certificate of Status;
5. Please stamp the copy of the Application and return it to me in the enclosed envelope.

Please contact the undersigned should there be any question with respect to the request of Passenger ticket Services, Inc. to transact business in the State of Florida.

Thank you for your attention to this matter.

Very truly yours,
COOPER & LEWIS

KENNETH D. COOPER

Handwritten initials and date: KDC 9/19

KDC: bh
Encls.

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: PASSENGER TICKET SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KENNETH D. COOPER
(Name of Person)
COOPER & LEWIS
(Firm/Company)
5550 TOPANGA CANYON BOULEVARD, SUITE 200
(Address)
WOODLAND HILLS, CA 91302
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

KENNETH D. COOPER at (818) 594-0011
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. PASSENGER TICKET SERVICES, INC.
(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. CALIFORNIA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEBRUARY 2, 1988 5. N/A
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 3333 Wilshire Boulevard, Suite 600, Los Angeles, CA 90010
(Principal office address)
b. Same
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. To engage in any lawful business for which a corporation can transact business:
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

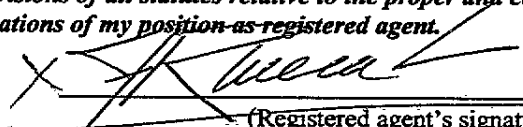
Name: Fernando Rivera

Office Address: 912 Southwest 67th Avenue

Miami, Florida 33144
(Zip code)

10. **Registered agent's 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 obligations of my position as registered agent.


(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: INEZ ECHEVERRIA

Address: 3333 Wilshire Boulevard, Suite 600
Los Angeles, CA 90010

Vice Chairman: CLAUDIA ECHEVERRIA

Address: 3333 Wilshire Boulevard, Suite 600
Los Angeles, CA 90010

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: INEZ ECHEVERRIA

Address: 3333 Wilshire Boulevard, Suite 600
Los Angeles, CA 90010

Vice President: _____

Address: _____

Secretary: CLAUDIA ECHEVERRIA

Address: 3333 Wilshire Boulevard, Suite 600
Los Angeles, CA 90010

Treasurer: CLAUDIA ECHEVERRIA

Address: 3333 Wilshire Boulevard, Suite 600
Los Angeles, CA 90010

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

13. *Claudia Echeverria*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CLAUDIA ECHEVERRIA

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

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TALLAHASSEE, FLORIDA



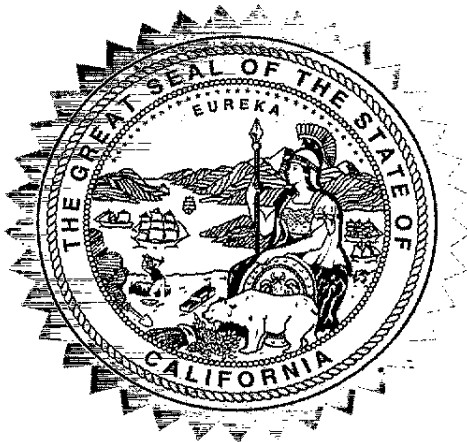
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 12 1999



Bill Jones

Secretary of State

A0521773

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PANAMERICANA TRAVEL SYSTEM, INC.

ENDORSED . FILED
in the office of the Secretary of State
of the State of California

MAR 10 1999

BILL JONES, Secretary of State

Ines Echeverria and Claudia Echeverria certify that:

1. That they are the President and Secretary of Panamericana Travel System, Inc.
2. Pursuant to the authority authorized by the Bylaws of the company and California Corporations Code sections 900 et seq., and other applicable provisions of law, the Shareholders and Board Of Directors have approved by a joint unanimous resolution, the following amendment to the Articles of Incorporation of Panamericana Travel System, Inc.:

Article First of the Articles of Incorporation is amended to read as follows:

"The name of the corporation is Passenger Ticket Services, Inc."

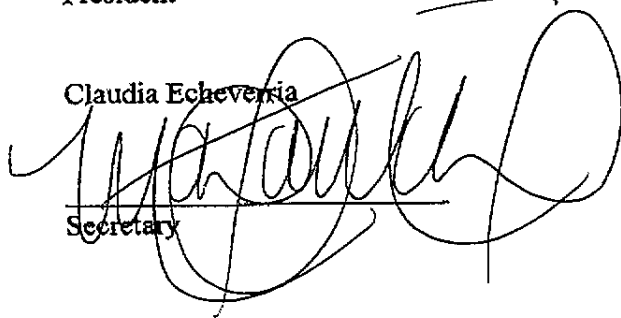
3. In all other respects, the Articles of Incorporation shall remain unchanged. The name of agent for service of process shall unchanged from last submitted to the California Secretary of State.

We declare under penalty of perjury the foregoing is true and correct. Dated at Los Angeles, California on February 12, 1999.

Ines Echeverria


President

Claudia Echeverria


Secretary

