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01 JUN 19 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 187142 4362098
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 70.00

ORDER DATE : June 14, 2001
ORDER TIME : 1:13 PM
ORDER NO. : 187142-050
CUSTOMER NO: 4362098

CUSTOMER: Ms. Diana L. Kaiser
Amadeus Global Travel
9250 N.w. 36th Street
Miami, FL 33178

700004430907--1

FOREIGN FILINGS

NAME: VACATION.COM, INC.



XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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.

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1. VACATION.COM, 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. New York 3. 11-3114122
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 14, 1992 5. Perpetual
(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.)
c/o VACATION.COM, Suite 450, 1450 King St.
7. Alexandria, VA 22314
(Principal office address)

Suite 450, 1450 King St., Alexandria, VA 22314
(Current mailing address)
Travel agency consortia business in North America. To engage in any act or activity for which corporations may be organized.
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor, Assistant Vice President

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:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

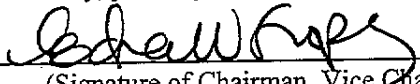
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Edna W. Lopez, Secretary
(Typed or printed name and capacity of person signing application)

VACATION.COM, INC.

OFFICERS

R. Anthony McKinnon	CEO
Richard C. Knodt	President & COO
Lawrence R. Kahn	Executive VP & Treasurer
Edna W. Lopez	Secretary

R. A. McKinnon
4044 Druid Lane
Dallas, TX 75205

Lawrence R. Kahn
12101 Peach Way
Potomoc, MD 20854

Richard C. Knodt
10205 Woodvale Pond Drive
Fairfax Station, VA 22039

Edna W. Lopez
8910 SW 97 Terrace
Miami, Florida 33176

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DIRECTORS

Jose Antonio Tazon

Sole Director

State of New York } ss:
Department of State

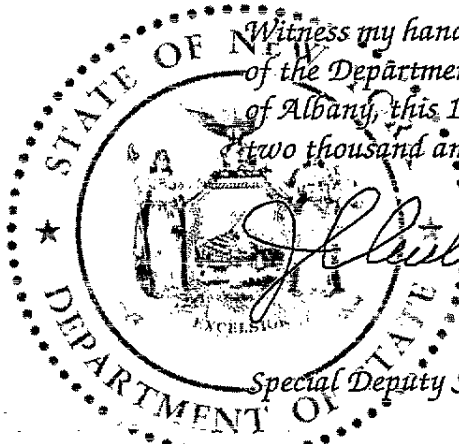
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I hereby certify, that the Certificate of Incorporation of VACATION.COM, INC. was filed on 05/14/1992, under the name of CRUISELINK PLUS, INC. with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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.

A Certificate of Amendment CRUISELINK PLUS, INC., changing its name to TRAVEL ASSOCIATES NETWORK, INC., was filed 09/09/1998.

A Certificate of Amendment TRAVEL ASSOCIATES NETWORK, INC., changing its name to VACATION.COM, INC., was filed 12/09/1999.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of June
two thousand and one.



[Signature]
Special Deputy Secretary of State