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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT QUALIFICATION**

**TRAVELZOO INC.**

Certificate of Status	0
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1-3-06  
11/11

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.

1. Travelzoo Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 36-4415727 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/18/01 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. na (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 590 Madison Avenue, 21st Floor, New York, NY 10022 (Principal office address)

590 Madison Avenue, 21st Floor, New York, NY 10022 (Current mailing address)

8. internet media (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 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: [Signature] (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:

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**A. DIRECTORS**

Chairman: See Attachment A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See Attachment A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Ralph Bartel, President and Chief Executive Officer

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

Attachment A

TRAVELZOO, INC.

OFFICERS:

Chairman of the Board, President, Chief Executive Officer and Secretary

Ralph Bartel, Ph.D.  
509 Madison Avenue, 21st Floor  
New York, NY 10022

Executive Vice President

Holger Bartel, Ph.D.  
509 Madison Avenue, 21st Floor  
New York, NY 10022

Controller

Lisa Su  
509 Madison Avenue, 21st Floor  
New York, NY 10022

DIRECTORS:

David J. Ehrlich  
509 Madison Avenue, 21st Floor  
New York, NY 10022

Donovan Neale-May  
509 Madison Avenue, 21st Floor  
New York, NY 10022

Kelly M. Urso  
509 Madison Avenue, 21st Floor  
New York, NY 10022

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# Delaware

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## The First State

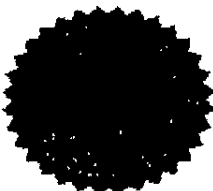
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELZOO INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRAVELZOO INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3346045 8300

AUTHENTICATION: 4412971

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DATE: 12-29-05