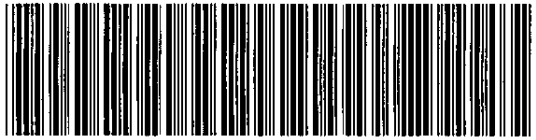


M08 000003120



800157084588

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

06/19/09--01032--001 **30.00

FILED
2009 JUN 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

JUN 22 2009

EXAMINER

M08-3120

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Travel Franchise Group, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Matt Robinson
Name of Person

Travel Leaders Franchise Group, LLC
Firm/Company

6442 City West Parkway
Address

Eden Prairie MN 55344
City/State and Zip Code

mrobinson@tagtrvl.com
E-mail address: (to be used for future annual report notification)

2009 JUN 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

For further information concerning this matter, please call:

Matt Robinson at (952) 914-6822
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- \$25 Filing Fee \$30 Filing Fee & Certificate of Status \$55 Filing Fee & Certified Copy \$60 Filing Fee, Certificate of Status & Certified Copy



June 16, 2009

Via U.S. Mail

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL32314

Re: Foreign Limited Liability Company Amendment to Application for Authorization to Transact Business in Florida for The Travel Franchise Group, LLC

Dear Sir or Madame:

Enclosed for your review is a Foreign Limited Liability Company Amendment to Application for Authorization to Transact Business in Florida for the above referenced entity changing its name to Travel Leaders Franchise Group, LLC, along with a check in the amount of \$30.00? Also included is certified copy of the Amendment authorizing the change and a Certificate of Good Standing. Please contact me with any questions.

2009 JUN 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Sincerely,

Matt Robinson
Travel Leaders Group, LLC
6442 City West Parkway
Eden Prairie, MN 55344
952-914-6822
mrobinson@tagtrvl.Com

Enc.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: The Travel Franchise Group, LLC
2. Jurisdiction of its organization: Minnesota
3. Date authorized to do business in Florida: 6/30/2008

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 6/4/2009
5. New name of the limited liability company: Travel Leaders Franchise Group, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

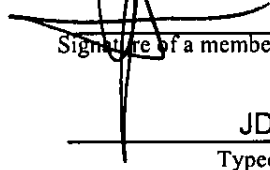
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C.," or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member
JD O'Hara Secretary

Typed or printed name of signee

Filing Fee: \$25.00

2009 JUN 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2710953

LLC-CA



MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF ORGANIZATION
FOR A LIMITED LIABILITY COMPANY
MINNESOTA STATUTES CHAPTER 322B

PLEASE TYPE OR PRINT IN BLACK INK.

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILING FEE \$35.00

1. Name of Company:

The Travel Franchise Group, LLC

List the name of this company prior to filing this amendment.

AMENDMENT OPTIONS: The articles of organization for this Limited Liability Company are amended. COMPLETE AS MANY AMENDMENT OPTIONS AS APPLY. COMPLETE AN OPTION ONLY IF YOU ARE CHANGING THE INFORMATION RELATED TO THAT OPTION.

2. The company name is changed to: (see instructions in No. 2 on the reverse side prior to completing)

Travel Leaders Franchise Group, LLC

3. The registered office address is changed to:

MN

Complete Street Address or Rural Route and Rural Route Box Number City State ZIP Code
(P.O. Box is Unacceptable)

4. The registered agent is changed to:

5. The duration changed to:

6. Business mailing address: (if different from registered office address)

Address City State ZIP Code

7. The articles of organization are otherwise amended as follows:

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 03 2009

Mark Ritchie
Secretary of State

This amendment has been approved pursuant to Minnesota Statutes Chapter 322B. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this amendment under oath.

Original Signature

Name and telephone number of contact person for this LLC Matt Robinson

952-914-6822

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: Travel Leaders Franchise Group, LLC

Date Formed or Registered: April 1, 2008

State of Organization: Minnesota

This certificate has been issued on June 8, 2009.



Mark Ritchie
Secretary of State.