# CORPORATION

072100000032 ACCOUNT NO.

436298 REFERENCE

4336650

AUTHORIZATION

COST LIMIT : \$ 87.50

ORDER DATE: June 20, 1997

ORDER TIME: 12:11 PM

ORDER NO. : 436298-005

CUSTOMER NO:

4336650

CUSTOMER: R. Allen Naude, Esq

Baker & Mckenzie

Suite 1600

701 Brickell Avenue Miami, FL 33131

100002218741--2

#### DOMESTIC AMENDMENT FILING

NAME:

VACANCES AIR TRANSAT

HOLIDAYS, INC.

EFFICTIVE DATE:

\_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILTING

CERTIFIED COPY PLAIN STAMPED COPY or virgini CERTIFICATE OF GOOD STANDING ...

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

\*02250, 00664,



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 23, 1997

CSC 1201 Hays Street Tallahassee, FL 32301

### RESUBMIT

Please give original submission date as file date.

SUBJECT: VACANCES AIR TRANSAT HOLIDAYS, INC.

Ref. Number: P93000066904

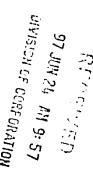
We have received your document for VACANCES AIR TRANSAT HOLIDAYS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 297A00033249



#### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VACANCES AIR TRANSAT HOLIDAYS, INC.



Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is VACANCES AIR TRANSAT HOLIDAYS, INC. (the "Corporation").
- 2. The Articles of Incorporation of the Corporation are amended by deleting in its entirety Article X, "Sharcholder Management", thereof and inserting in lieu thereof-the following:

#### ARTICLE X

#### BOARD OF DIRECTORS

The Corporation shall have three directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Lina DeCesare

c/o Vacances Air Transat A.T. Inc.

C.P. 2120

Succ. Place du Parc,

Montréal (Québec) H2W 2P6

Canada

Georges Vacher

c/o Vacances Air Transat A.T. Inc.

C.P. 2120

Succ. Place du Parc.

Montréal (Québec) H2W 2P6

Canada

Michel Boismenu

c/o Vacances Air Transat Holidays, Inc.

17749 Collins Avenue

Sunny Isles, Florida 33160

3. The Articles of Amendment were adopted by the sole shareholder of the Corporation and approved by resolution of the Corporation's sole shareholder on May 22, 1997 in accordance with Sections 607.1003 and 607.1006 of the Act. Pursuant to the Articles of Incorporation of the Corporation, the affairs of the Corporation are conducted by its shareholders in lieu of a board of directors.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 22nd day of May, 1997.

VACANCES AIR TRANSAT HOLIDAYS, INC.

y: UMMU Lina DeCesare, President

123267

## 066 THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE

436298

4336650

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: June 20, 1997

ORDER TIME : 12:17 PM

ORDER NO. : 436298

CUSTOMER NO: 4336650

CUSTOMER: R. Allen Naude, Esq

Baker & Mckenzie

Suite 1600

701 Brickell Avenue Miami, FL 33131

000002218740--5

#### CHANGE OF AGENT

NAME:

VACANCES AIR TRANSAT

HOLIDAYS, INC.

PLEASE RETURN THE FOLLOWING CERTIFIED COPY PLAIN STAMPED COPY D. CONTACT PERSON: W. Charles Earnest W.P. Vertyer

97 

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FILING FEE: \$35.00

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617 the undersigned corporation organized und submits the following statement in order to chapoth, in the State of Florida.	1.0502, 607.1508, or 617.1508, Florida Statutes, fer the laws of the State of Florida inge its registered agent, or
1a. The name of the corporation is: Vacances Air Transat Holidays, Inc.	
1b. The mailing address of the corporation is:	17749 Collins Avenue
	Sunny Isles, FL 33160
1c. Date of incorporation: September 20.19	93 Document number: P9300066904
2. The name and address of the current regists	red agent and office:
NORMAN L. SCHROEDER, I	I
101 North J. Street, S	wite 1 ASS 97
Lake Worth, FL 33460	
3. The name and address of the new registered to	
CORPORTION SERVICE COM	· · · · · · · · · · · · · · · · · · ·
1201 Hays Street	307
Tallahassee, FL 3230  The street address of its registered office and	the street address of the business office of it
registered agent, as changed, will be identical.	sole, shareholder
registered agent, as changed, will be identical.  Such change was authorized by resolution duly so authorized by the board its sole share!	adopted by its <b>value of directors</b> or by an office
(Links of the	22_mai_1997
Signature of an officer Springer of of sole s	hareholder (Date)
Alain Laplante, Assistant secretar	
to the same and right	
Having been named as registered agent and to corporation, I hereby accept the appointmental I further agree to comply with the provisions of performance of my duties, and I am familiar registered agent.	o accept salvite of the proper and comple of all statutes relative to the proper and comple with and accept the obligation of my position.
* arent. Klad	JUNE 20, 1997
(Signature of Registered Agent)	(Date)
If signing on behalf of an entity:	
KAREN B. ROZAR	AS IT'S AGENT
. (Typed or Printed Name)	(Capacity)

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