

P93000066904



ACCOUNT NO. : 072100000032
REFERENCE : 436298 4336650
AUTHORIZATION : Patricia Pujols
COST LIMIT : \$ 87.50

ORDER DATE : June 20, 1997
ORDER TIME : 12:11 PM
ORDER NO. : 436298-005
CUSTOMER NO: 4336650

100002218741--2

CUSTOMER: R. Allen Naude, Esq
Baker & Mckenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

Amend

DOMESTIC AMENDMENT FILING

NAME: VACANCES AIR TRANSAT
HOLIDAYS, INC.

EFFECTIVE DATE:

6/24/97
Roll

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

*02259, 00664, 00672

FILED
97 JUN 20 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 20 PM 1:09
RECEIVED



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

RECEIVED
97 JUN 24 AM 9:57
DIVISION OF CORPORATIONS

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

97 JUN 20 PM 1:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, "Shareholder 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.

By: 
Lina DeCesare, President

12367

P93000066904



FILED
JUN 20 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 436298 4336650
AUTHORIZATION : Patricia Pijet
COST LIMIT : \$ 35.00

ORDER DATE : June 20, 1997
ORDER TIME : 12:17 PM
ORDER NO. : 436298
CUSTOMER NO: 4336650

RA
Change

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 AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest

6/23/97
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97 JUN 20 PM 1:09
RECORDED

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

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, 1993 Document number: P93000066904

2. The name and address of the current registered agent and office:

NORMAN L. SCHROEDER, II 101 North J. Street, Suite 1 Lake Worth, FL 33460

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

CORPORTION SERVICE COMPANY 1201 Hays Street Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board or its sole shareholder.

Signature of an officer, Chairman or of sole shareholder (Date) 22 mai 1997

Alain Laplante, Assistant secretary (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Signature of Registered Agent: Karen B. Rozar

JUNE 20, 1997 (Date)

If signing on behalf of an entity:

KAREN B. ROZAR (Typed or Printed Name)

AS IT'S AGENT (Capacity)

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