

P93000066904

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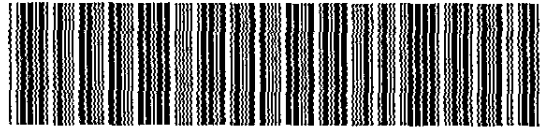
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DIVISION OF CORPORATION

N.C.
C. Cravette AUG 03 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 832433 4336650
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 43.75

ORDER DATE : August 3, 2004
ORDER TIME : 11:47 AM
ORDER NO. : 832433-005
CUSTOMER NO: 4336650
CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
Suite 1700
1111 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: AIR TRANSAT HOLIDAYS USA, INC.

EFFECTIVE DATE:

File 8/15/04

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: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS:

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AIR TRANSAT HOLIDAYS USA, INC.**

State of Florida
Document No.: P93000066904

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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 Air Transat Holidays USA, Inc. (the "Corporation").
2. In order to change the name of the Corporation, Article 1 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:


ARTICLE I

NAME

The name of this corporation shall be Transat Holidays USA, Inc. and its mailing address and principal place of business shall be 140 S. Federal Highway, 2nd Floor, Dania, Florida 33004.

3. This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.
4. The foregoing Articles of Amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation pursuant to a Unanimous Written Consent on July 20th, 2004 and Shareholder vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 20th day of July, 2004.



Name: Agnieszka Charycz
Title: Assistant Secretary