

BO4000000119

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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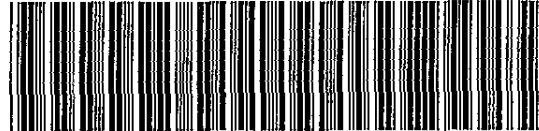
(Business Entity Name)

(Document Number)

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04 MAR 19 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 MAR 19 PM 2:53

CLERK OF THE COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

CSC

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 507613 4305966

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 1,785.00

FILED
04 MAR 19 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 18, 2004

ORDER TIME : 12:0 PM

ORDER NO. : 507613-015

CUSTOMER NO: 4305966

CUSTOMER: Ms. Jan Ezell
Alston & Bird, L.l.p.
One Atlantic Center
1201 W. Peachtree St.
Atlanta, GA 30309-3424

FOREIGN FILINGS

*****FILE 2ND*****

NAME: TRAVELOCITY.COM LP

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Travelocity.com LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 9/30/1999
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Corporation Service Company
By: Deborah D. Skipper **Deborah D. Skipper**
(Agent must sign on this line) **Asst. V. Pres.**

8. c/o Corporation Service Company, 2711 Centerville Road, Suite 400
Wilmington, DE 19808
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Travelocity.com Inc. 3150 Sabre Drive, Southlake, TX 76092

F04000001530

10. 3150 Sabre Drive, Southlake, TX 76092
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

12. 3150 Sabre Drive, Southlake, TX 76092

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of February, 2004
By: Travelocity.com Inc.
Its: General Partner
By: James F. Brashear
Its: Corporate Secretary

STATE OF TEXAS

COUNTY OF TARRANT

On this 27th day of February, 2004

James F. Brashear, personally appeared before me,

☒ who is personally known to me

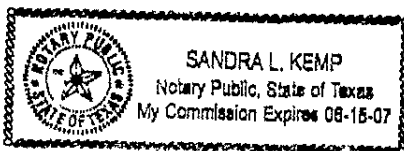
☐ whose identity I proved on the basis of _____

Sandra L. Kemp
(Notary Public Signature)

Sandra L. Kemp
(Notary's Printed Name)

Seal

My Commission Expires: 06-15-07



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

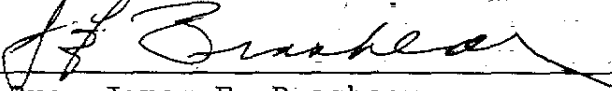
BEFORE ME the undersigned personally appeared James F. Brashear,
a general partner of Travelocity.com LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 200,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,000,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27th day of February, 2004.

By: Travelocity.com Inc.
Its: General Partner



By: James F. Brashear
Its: Corporate Secretary

STATE OF TEXAS

COUNTY OF TARRANT

On this 27th day of February, 2004,

James F. Brashear, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Sandra L. Kemp
(Notary's Printed Name)

Seal

My Commission Expires: 06-15-07

