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FILED
01 MAY -9 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 70000000032
REFERENCE : 140361 4362098
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

RA Change

ORDER DATE : May 4, 2001
ORDER TIME : 10:05 AM
ORDER NO. : 140361-030
CUSTOMER NO: 4362098
CUSTOMER: Ms. Diana L. Kaiser
Amadeus Global Travel
9250 N.w. 36th Street
Miami, FL 33178

RECEIVED
01 MAY -9 AM 11:27
DIVISION OF CONFIGURATION

CHANGE OF AGENT

700004190897--4

NAME: VACATION.COM OPERATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

DOOR
5/9/01

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 Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : VACATION.COM OPERATIONS, INC.

2. The mailing address of the corporation :

1420 New York Avenue, N.W., Suite 950, Washington, DC 20005

3. Date of incorporation/qualification: May 05, 2000 Document number: F00000002528

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

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

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.

x B.A. McKinnon
(Signature of an officer, chairman or vice chairman of the board)

5/1/01
(Date)

B.A. McKinnon Chairman & CEO
(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.

Carol K. Dolor
(Signature of Registered Agent)

May 08, 2001

(Date)

If signing on behalf of an entity:

Carol K. Dolor, Assistant Vice President

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***