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F00000005499

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Thomas Cook Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lisa Douglas

(Name of Person)

c/o Thomas Cook Group (Canada) Ltd.  
(Firm/Company)

Scotia Plaza, 100 Yonge Street, 15th Floor  
(Address)

Toronto, Ontario, M5C 2W1, Canada  
(City/State/Zip)

700003328737--9  
-07/19/00--01117--012  
\*\*\*236.25 \*\*\*\*\*78.75

W-18459

Should you need to call someone concerning this matter, please call:

Lisa Douglas

(Name of Person)

at ( 416 ) 981-2192

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☒ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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00 SEP 27 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 25, 2000

LISA DOUGLAS  
C/O THOMAS COOK GROUP LTD  
SCOTIA PLAZA 100 YONGE ST, 15TH FL  
TORONTO, ONTARIO M5C 2W1 CANA,

SUBJECT: THOMAS COOK INC.  
Ref. Number: W00000018459

We have received your document for THOMAS COOK INC. and your check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 600A000404

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 7, 2000

LISA DOUGLAS  
C/O THOMAS COOK GROUP LTD  
SCOTIA PLAZA 100 YONGE ST, 15TH FL  
TORONTO, ONTARIO M5C 2W1 CANA,

SUBJECT: THOMAS COOK INC.  
Ref. Number: W00000018459

We have received your document for THOMAS COOK INC. and your check(s) totaling \$236.25. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 400A00042561


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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08-11-2000 BY 1043  
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**AFFIDAVIT**

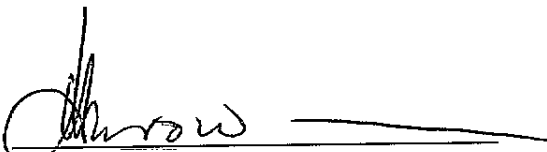
I, **Lisa Douglas**, of the City of Toronto, Province of Ontario, and elected Attorney-in-Fact of **Thomas Cook Inc.** MAKE OATH AND SAY:

- 1) **Thomas Cook Inc.** has not transacted business in the State of Florida prior to the year the application was submitted pursuant to section 607.1501 (e) of the Florida Statutes.
- 2) **Thomas Cook Inc.** is unable to determine the date that the corporation first transacted business in the State of Florida.

Sworn before me in the City of \_\_\_\_\_ )  
Toronto, this 26<sup>th</sup> day of September 2000)

  
Lisa Douglas  
Attorney-in Fact

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
A Commissioner, Etc.  
Yvonne M. Brown

Yvonne May Brown, a Commissioner, etc.,  
City of Toronto, for Thomas Cook-Financial  
Services Division.  
Expires July 26, 2003.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Thomas Cook Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York  
(State or country under the law of which it is incorporated)
3. 13-0598590  
(FEI number, if applicable)
4. November 11, 1931  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. December 11, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Thomas Cook Group Canada Ltd.  
Scotia Plaza, 100 Yonge St., 15th Fl. Toronto, Ontario M5C 2W1  
(Current mailing address)

8. Issuer of travellers cheques  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System  
Office Address: 1200 South Pine Island  
Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Barbara A. Burke  
(Registered agent's signature)

BABARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

See attached list

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TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary McDonald, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**THOMAS COOK INC.**  
**SENIOR OFFICERS & DIRECTORS LIST**  
**FILED**

00 SEP 27 AM 9:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Home Address</u>	<u>Business Address</u>
Gary McDonald	Chairman of the Board/ President	3474 Sawmill Valley Drive Mississauga, Ontario L5L 3A4 Canada	100 Yonge Street Toronto, Ontario M5C 2W1 Canada
Michael Saltser	Secretary	28 Lotus Street Cedarhurst, New York 11516	Battle Fowler 75 East 55th Street New York, NY 10022
David Michael Hallisey	Vice President	6 Castelbar Road Ealing, London W5 2DP	45 Berkeley Street London W1A 1EB England
Sharon Groom	Vice President and Assistant Secretary	259 Golfdale Road Toronto, Ontario M4N 2C2 Canada	100 Yonge Street Toronto, Ontario M5C 2W1 Canada
John Hempsey	Vice President	152 Thorpe Road Peterborough, PE3 6JJ England	PO Box 36, Thorpe Wood Peterborough, PE3 6SB England

# State of New York Department of State

ss:

I hereby certify, that the Certificate of Incorporation of THOMAS COOK INC. was filed on 11/11/1931, under the name of THOS. COOK & SON WAGONS-LITS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment THOS. COOK & SON WAGONS-LITS, INC., changing its name to THOS. COOK & SON, INCORPORATED, was filed 03/17/1943.

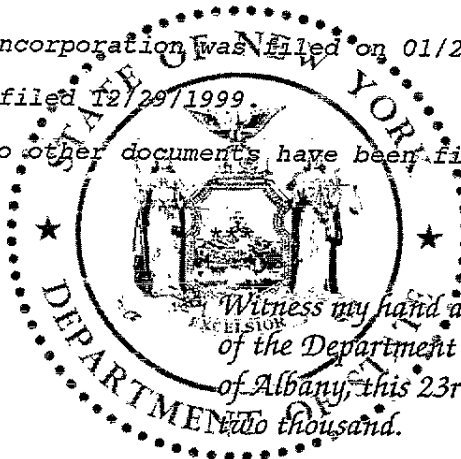
A Certificate of Amendment THOS. COOK & SON, INCORPORATED, changing its name to THOMAS COOK, INC., was filed 09/16/1974.

A Certificate of Amendment THOMAS COOK, INC., changing its name to THOMAS COOK INC., was filed 04/27/1978.

Restated Certificate of Incorporation was filed on 01/22/1999.

A Biennial Statement was filed 12/29/1999.

I further certify, that no other documents have been filed by such Corporation.



*J. Leub*

Special Deputy Secretary of State

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00 SEP 27 AM 9:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE