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F010000000449

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Thomas Cook Group Ltd.

(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 St, 15th Floor

(Address)

Toronto, Ontario, M5C 2W1 Canada

(City/State/Zip)

000003328760--8
-07/19/00--01117--012
236.25 **78.75

W-18462

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 25, 2000

LISA DOUGLAS
SCOTIA PLAZA, 100 YONGE ST, 15TH FL
TORONTO, ONTARIO M5C 2W1 CANA,

SUBJECT: THOMAS COOK GROUP LTD.
Ref. Number: W00000018462

We have received your document for THOMAS COOK GROUP LTD. 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 000A00040414

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TALLAHASSEE, FLORIDA

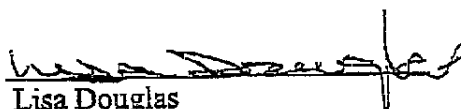


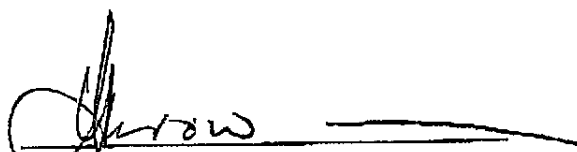
AFFIDAVIT

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

- 1) **Thomas Cook Group Ltd.** 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 Group Ltd.** 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 26th day of September 2000)


Lisa Douglas
Attorney-in Fact


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.

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00 JAN 25 PM 9 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Group Ltd, 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. England 3. 98-0167685
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 12, 1924 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Unknown
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)
7. c/o Thomas Cook Group (Canada) Ltd, Scotia Plazaz, 100 Yonge St.
15th Floor, Toronto, Ontario, M5C 2W1, Canada
(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 Rd.
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)

BARBARA 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. X [Signature] X

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

14. D M HALLISEY DIRECTOR

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

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TALLAHASSEE, FLORIDA

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THOMAS COOK TRAVELLERS CHEQUES LIMITED
REGISTERED IN THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SENIOR OFFICERS AND DIRECTORS LISTING

<u>Name</u>	<u>Title</u>	<u>Home Address</u>	<u>Business Address</u>
Mr. David Michael Hallisey	Corporate Services Director and General Counsel	6 Castelbar Road Baling, London W5 2DP	45 Berkeley Street London W1A 1EB England
Mr. David Charles Painter	Chief Operating Officer, TC Global Financial Services	48 Church St. Easton on the Hill Stanford, England	P.O. Box 36 Thorpewood, Peterborough, PE3 6SB
Mrs. Shirley Bradley	Company Secretary	26 Cookson Close, Grange Walk, Yaxley, Peterborough,	P.O. Box 36 Thorpewood, Peterborough, PE3 6SB



THE COMPANIES ACT 1985

Company No. 198600

The Registrar of Companies for England and Wales hereby certifies that

THE THOMAS COOK GROUP LIMITED (originally called THOS. COOK & SON, LIMITED, changed its name on 12th October 1973 to COOK INTERNATIONAL LIMITED, which was changed on 31st July 1974 to THE THOMAS COOK GROUP LIMITED, each change having been made by special resolution and with the approval of the Secretary of State) was incorporated under the Companies Acts 1908 to 1917 as a limited company on 12th June 1924.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.

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TALLAHASSEE, FLORIDA

Given at Companies House, Cardiff the 27th June 2000

J Mayor
MRS. J. M. MAYOR
for the Registrar of Companies

