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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850)205-0383

From: Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
 Account Number : I20010000107
 Phone : (561)266-6137
 Fax Number : (561)266-0872

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FOREIGN PROFIT QUALIFICATION

VE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

70

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. VE HOLDINGS, 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. DE (State or country under the law of which it is incorporated) 3. 58-2417079 (FEI number, if applicable)

4. 8/25/98 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2987 Clairmont Road, Suite 205, Atlanta GA 30329 (Current mailing address)

8. All lawful activities & businesses, including four wholesaler (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: C T Corporation System

Office Address: 1200 South Pine Island Road

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.

CT Corporation System Barbara A. Hurke (Registered agent's signature) BARBARA A. HURKE 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.

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

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

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. ROBERT J. MARAIST, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

VE HOLDINGS, INC.
d/b/a Vacation Express-My Travel
Directors and Officers Addresses

Name	Title	Address
Michael J. Friisdahl	Chairman	130 Merton Street Toronto, Ontario M4S-1A4, Canada
Greg McMahon	Director	Parkway One, 300 Princess Road Manchester, United Kingdom M147QU
Rene Jongmans	President, Director	2987 Clairmont Road, Suite 205 Atlanta, GA 30329
Patrick Doyle	Vice President, Assistant Secretary, Director	220 Congress Park Drive Delray Beach, FL 33445
Gantt Cookson	Vice President	2987 Clairmont Road, Suite 205 Atlanta, GA 30329
Edward Collister	Chief Financial Officer	2987 Clairmont Road, Suite 205 Atlanta, GA 30329
Angelika Kennedy	Secretary	2987 Clairmont Road, Suite 205 Atlanta, GA 30329
Robert J. Maraist	Vice President, Assistant Secretary	220 Congress Park Drive Delray Beach, FL 33445

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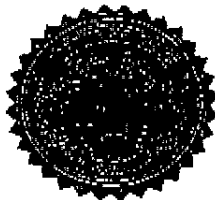
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2937992 8300

AUTHENTICATION: 1972188

020561617

DATE: 09-09-02

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