

F04000001530

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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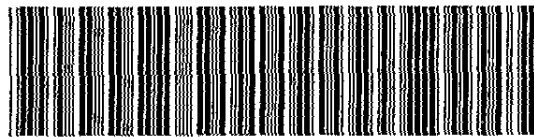
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 MAR 19 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 507613 4305966

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
04 APR 19 AM 9:24
SECRETARY OF STATE
TREASURER OF FLORIDA

ORDER DATE : March 18, 2004

ORDER TIME : 11:57 AM

ORDER NO. : 507613-005

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 1ST*****

NAME: TRAVELOCITY.COM, INC.

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 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. Travelocity.com Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 75-2855109
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/30/1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 3150 Sabre Drive, Southlake, TX 76092
(Principal office address)
- 3150 Sabre Drive, Southlake, TX 76092
(Current mailing address)
8. travel-related sales
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael S. Gilliland

Address: c/o Sabre Inc., 3150 Sabre Drive, Southlake, TX 76092

Director: Jeffrey M. Jackson

Address: c/o Sabre Inc., 3150 Sabre Drive, Southlake, TX 76092

B. OFFICERS

President: Michelle A. Peluso

Address: c/o Sabre Inc., 3150 Sabre Drive, Southlake, TX 76092

Vice President: _____

Address: _____

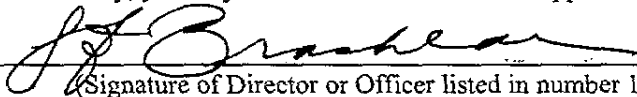
Secretary: James F. Brasher

Address: c/o Sabre Inc., 3150 Sabre Drive, Southlake, TX 76092

Treasurer: James E. Murhpy

Address: c/o Sabre Inc., 3150 Sabre Drive, Southlake, TX 76092

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. James F. Brasher, Corporate Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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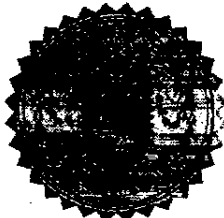
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELOCITY.COM 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 EIGHTEENTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRAVELOCITY.COM INC." WAS INCORPORATED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2997786

040203354

DATE: 03-18-04