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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Hotelbeds USA, Inc.

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T. Burch SEP 29 2006

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. Hotelbeds USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 59-2952685

(FEI number, if applicable)

4. August 23, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 22, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7083 Grand National Drive, Suite 102, Orlando, Florida 32819

(Principal office address)

7083 Grand National Drive, Suite 102, Orlando, Florida 32819

(Current mailing address)

8. To engage in any lawful act or activity.

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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.

C T Corporation System

Jennifer F. Aultman
Assistant Secretary

By:

(Registered agent's signature)

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:

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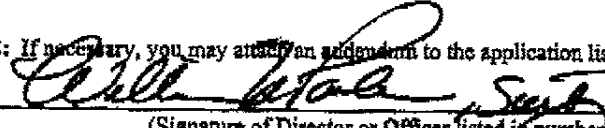
A. DIRECTORSChairman: Joan Vila ✓Address: C/ Perez Galdos, 34E-07006 Palma de Mallorca, Spain

Vice Chairman: _____

Address: _____

Director: Carlos Muñoz ✓Address: C/ Perez Galdos, 34E-07006 Palma de Mallorca, SpainDirector: Sheila Sheehan ✓Address: 7083 Grand National Drive, Suite 102Orlando, Florida 32819**B. OFFICERS**President: Sheila Sheehan ✓Address: 7083 Grand National Drive, Suite 102Orlando, Florida 32819Vice President: Neil A. Emerson ✓Address: 7083 Grand National Drive, Suite 102Orlando, Florida 32819Secretary: William M. PooleAddress: 945 East Paces Ferry Road, Suite 2700, Atlanta, Georgia 30326 ✓Treasurer: David PooleAddress: 7083 Grand National Drive, Suite 102, Orlando, Florida 32819

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. William M. Poole, Secretary
(Typed or printed name and capacity of person signing application)

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**Addendum to the Application by a Foreign Corporation for
Authorization to Transact Business in Florida**

Additional Directors:

Neil Emerson
7083 Grand National Drive, Suite 102
Orlando, Florida 32819

Darren Mee
First Choice House, London Road
Crawley, West Sussex RH10 2GX

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOTELBEDS USA, 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 SNOW, AS OF THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5076313

DATE: 09-28-06