

Document Number Only

F940000001756

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
98 JAN 20 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

The Thomas Cook Group Limited

RA

Change

- | | | |
|------------------------------------------------|-------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	1/21/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

JAN 20 1998

RECEIVED
98 JAN 20 AM 10:47
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statute, the undersigned corporation organized under the laws of the State of England submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: The Thomas Cook Group Limited, Inc.

2. The mailing address of the corporation is: 45 Berkeley Street, Piccadilly, London, England
W1A1E-B

3. Date of incorporation/qualification: 04-06-1994 Document number: F94000001756

4. The name and address of the current registered agent and office:
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 105
TALLAHASSEE, FL 32301 US

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X [Signature]
(Signature of an officer, chairman or vice chairman of the board)

1-14-98
(Date)

MR D. M. HALLISEY, COMPANY SECRETARY
(Printed or typed name and title)

Jan 14, 1998
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

1-14-98
(Date)

If signing on behalf of an entity:
Dwight Coats
(Typed or Printed Name)

Assistant Secretary
(Capacity)

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS that THOMAS COOK INC., a company incorporated under the laws of the United States of America and having its Registered Office at One Penn Plaza, Suite 1714 New York, New York, USA 10119 (hereinafter called "the Company") DOETH MAKE CONSTITUTE AND APPOINT Mr. John Halko, Senior Vice President, Finance and Information Technology, Thomas Cook Group Canada Ltd, to be a true and lawful Attorney of the Company to do and perform in and throughout the United States of America the following acts:

1. To apply on behalf of the Company for licenses to enable the Company to operate its travelers cheque business in each of the States.
2. To complete, execute and file such license applications on behalf of the Company, including affixing the Common Seal.
3. To take whatever steps are necessary to maintain or renew any licenses granted to the Company in any State in respect of its travelers cheque business.
4. And the Company doth hereby ratify and confirm and agree to ratify and confirm whatsoever the said Attorney shall lawfully do by virtue of these presents.

IN WITNESS WHEREOF the Company has caused its Common Seal to be hereunto affixed at New York, New York, this *7th* day of *May*, One-Thousand Nine-Hundred and Ninety-Six.

James W. Ly - SUP-DC Officer

Ashrafade Shaml Asst Secretary