

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

HRN, Inc. d/b/a Hotel Reservations Network, Inc.

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SECRETARY OF STATE  
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99 SEP 28 AM 8:47

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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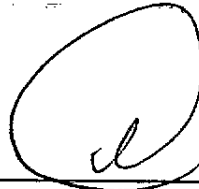
## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Dave Litman, Chief Executive Officer, do hereby certify that the Board of Directors of HRN, Inc., a corporation duly organized and existing under the laws of the State of Delaware, has duly adopted the following resolution:

**RESOLVED**, that HRN, Inc., organized and existing in the State of Delaware, hereby adopts the name "Hotel Reservations Network, Inc." for use in Florida and Texas.

Dated: \_\_\_\_\_

9/22/99



\_\_\_\_\_  
Dave Litman, Chief Executive Officer

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**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.*

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1. HRN, 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. Delaware 3. 75-2817683  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/25/99 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 152 West 57th Street, 42nd Floor, New York, NY 10019  
(Current mailing address)

8. hotel reservations network via the Internet  
(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.*



(Registered agent's signature)

Steven C. Patterson  
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)

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

~~Vice Chairman~~ Director: Thomas Kuhn

Address: 152 West 57th Street, 42nd Floor, New York, NY 10019

Director: Dara Khosrowshahi

Address: 152 West 57th Street, 42nd Floor, New York, NY 10019

Director: Michael Durney

Address: 152 West 57th Street, 42nd Floor, New York, NY 10019

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

President: and Treasurer: Robert Diener

Address: 12000 Biscayne Blvd., Suite 216, Miami, FL 33181

Vice President: and Secretary: Thomas Kuhn

Address: 152 West 57th Street, 42nd Floor, New York, NY 10019

~~Secretary~~ Chief Executive Officer: Dave Litman

Address: 8140 Walnut Hill Lane, Suite 203, Dallas, TX 75231

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Dave Litman, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HRN, 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 TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1999.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

09-27-99

DATE: