



THE UNITED STATES
CORPORATION
COMPANY

F99000005485

ACCOUNT NO. : 072100000032

REFERENCE : 430836 4304756

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : October 25, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 430836-005

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

9000003025009--7

FOREIGN FILINGS

NAME: VACATION.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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STATE
SECRETARY OF
CORPORATIONS
99 OCT 26 PM 1:25

RECEIVED
99 OCT 26 AM 10:44
TALLAHASSEE, FLORIDA

**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. Vacation.com, 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. Massachusetts

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

3. 04-3247832

(FEI number, if applicable)

4. October 4, 1994

(Date of incorporation)

5. perpetual

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

6. June, 1999

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

7. 112 South Street, Boston, MA 02111

(Current mailing address)

8. To provide marketing services for businesses in the leisure travel industry.

(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
(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

By: *Laura R. Duff*

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. _____

BRYAN HANSON, Vice President & Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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VACATION.COM, INC.

Directors:

Name	Address
Bryan Hanson	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111
Andrew McKee	c/ Vacation.com, Inc. 112 South Street Boston, MA 02111
Kristen McKee	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111

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Officers

Name	Address	Office
Andrew McKee	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Chairman, President and CEO
Bryan Hanson	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	CFO
Laurence Presswood	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Chief Technology Officer
John Page	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Vice President, Engineering
W. Michael Barker	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Regional Vice President
Khuang Ho	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Director of Engineering
D. Stuart Godwin	c/o Vacation.com, Inc. 112 South Street Boston, MA 02111	Regional Vice President



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

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DIVISION OF CORPORATIONS
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October 22, 1999

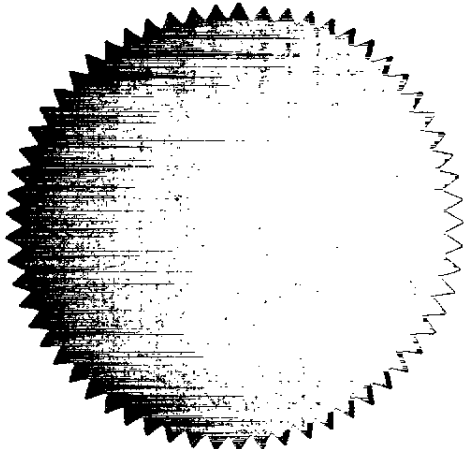
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

VACATION.COM, INC.

is a domestic corporation organized on **October 4, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

