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Corporation(s) Name

Vacation.Com, Inc
CW TO: Vacation.Com operations, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
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N.C.
G. COULLETTE JAN 21 2000

1/21

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Thank You!

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Vacation.com, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Massachusetts 3. October 26, 1999
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE§)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 9, 1999

5. Vacation.com Operations, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
New Jurisdiction

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TALLAHASSEE, FLORIDA

R A McKinnon
Signature

January 13, 2000
Date

R. A. McKinnon
Typed or printed name

President
Title



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

January 20, 2000

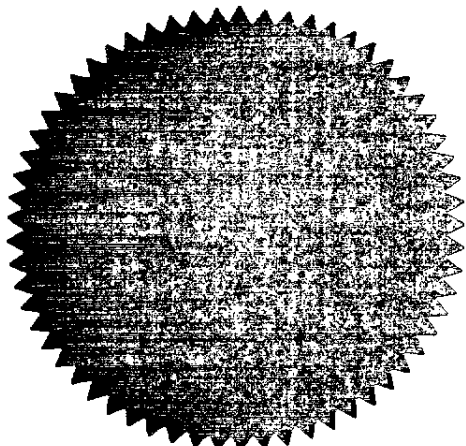
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records in this office, **ADVENTURE MEDIA, INC.** was incorporated under the General Laws of this Commonwealth on October 4, 1994.

I also certify that in Articles of Amendment filed here April 16, 1999, the name of said corporation was changed to **VACATION.COM INC.**

I further certify that in Articles of Amendment filed here December 9, 1999, the name of said corporation was changed to **VACATION.COM OPERATIONS, INC.**

I also certify that so far as appears of record here, said corporation still has legal existence.



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

*MGL CH156B S83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.