

K76009

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

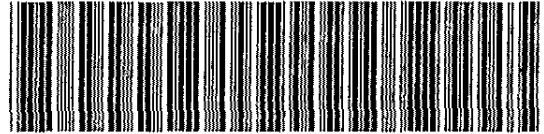
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R A. change

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EPSTEIN BECKER & GREEN, P.C.

ATTORNEYS AT LAW

RESURGENS PLAZA

945 EAST PACES FERRY ROAD, SUITE 2700

ATLANTA, GA 30326-1380

404.923.9000

FAX: 404.923.9099

EBGLAW.COM

WILLIAM M. POOLE
404.923.9035
WPOOLE@EBGLAW.COM

November 30, 2004

State of Florida Secretary of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HOTELBEDS USA, INC.
DOCUMENT NUMBER: K76009

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

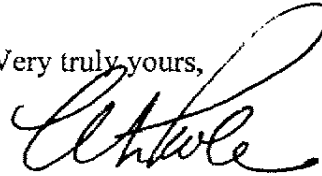
William M. Poole, Esq.
Epstein, Becker & Green, P.C.
945 East Paces Ferry Road, Suite 2700
Atlanta, GA 30326

For further information concerning this matter, please call:

William M. Poole at 404-923-9035.

Enclosed is a check in the amount of \$35.00 made payable to the Department of State, State of Florida, for payment of the filing fee.

Very truly yours,



William M. Poole

WMP/ss
Enclosures

ATLANTA • BOSTON • CHICAGO • DALLAS • HOUSTON • LOS ANGELES • MIAMI
NEWARK • NEW YORK • SAN FRANCISCO • STAMFORD • WASHINGTON, D.C.

AT:160002v1

EPSTEIN BECKER GREEN WICKLIFF & HALL, P.C. IN TEXAS ONLY

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered agent in the State of Florida.

1. Name of corporation: Hotelbeds USA, Inc.
2. The principal office address: 7083 Grand National Drive, Suite 102, Orlando, Florida 32819
3. The mailing address (if different): Same
4. Date of incorporation: March 28, 1989
Document number: K76009
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

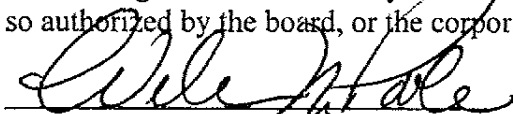
Sheila S. Sheelan (*sic*) (Note: correctly, "Sheehan")
510 Cherokee Drive
Orlando, Florida 32803

6. The name and street address of the new registered agent (if changed) and/or registered office (if changed):

David H. Foote
7083 Grand National Drive
Suite 102
Orlando, Florida 32819

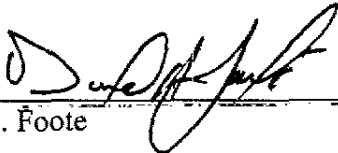
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


William M. Poole

William M. Poole, Secretary

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



David H. Foote

06 DEC 2004

(Date)