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LIMITED LIABILITY AMENDMENT

AIRTOURS VACATIONS, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 29, 2004

AIRTOURS VACATIONS, LLC
220 CONGRESS PARK DR.
DELRAY BEACH, FL 33445

SUBJECT: AIRTOURS VACATIONS, LLC
REF: L03000043127

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
AIRTOURS VACATIONS, LLC**

The undersigned, desiring to amend the Articles of Organization of Airtours Vacations, LLC pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, hereby certifies as follows:

- FIRST: The name of the limited liability company is Airtours Vacations, LLC.
- SECOND: The date of filing of the Articles of Organization was November 6, 2003.
- THIRD: Article III of the Articles of Organization shall be amended as follows:

**ARTICLE III
SOLE MEMBER**

MyTravel USA Holdings, Inc., a Florida corporation, is the sole member of the Company.

[Signature page follows]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment of Articles of Organization of Airtours Vacations, LLC this 21 day of January, 2004.

MYTRAVEL USA HOLDINGS, INC.

By: 
Name: Robert J. Maraist
Title: Vice President

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TALLAHASSEE, FLORIDA

Signature page to Articles of Amendment of Articles of Organization

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