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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

LIMITED LIABILITY COMPANY

Airtours Vacations, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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11-7-03

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

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby certifies that:

**ARTICLE I
NAME**

The name of the limited liability company is Airtours Vacations, LLC (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is:

220 Congress Park Drive
Delray Beach, FL 33445

**ARTICLE III
SOLE MEMBER**

Travel Group Holdings, Inc., a Delaware corporation, shall be the sole member of the Company.

**ARTICLE IV
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE V
REGISTERED AGENT, REGISTERED OFFICE AND
REGISTERED AGENT'S SIGNATURE**

The name and street address of the registered agent of the Company in the State of Florida are:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

FILED
03 NOV -6 AM 8:43
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
PALM BEACH, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent

CT CORPORATION SYSTEM

By: Robin LaPeters

Name:

Robin LaPeters
Assistant Secretary

[Signature page follows.]

03 NOV -6 AM 8:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 6 day of November, 2003.

TRAVEL GROUP HOLDINGS, INC.

By: *Robert Aineant*
Name: Robert Aineant
Title: Vice President

03 NOV - 6 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
AND
FILED