

JAN-29-2004

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FROM: TRAVEL SERVICES INTERNATIONAL, INC.

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P. 001/005

F-521

LD3000044702

Florida Department of State
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Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
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LIMITED LIABILITY AMENDMENT

TRAVEL SERVICES INTERNATIONAL, LLC

Certificate of Status	0
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Page Count	02
Estimated Charge	\$25.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 29, 2004

TRAVEL SERVICES INTERNATIONAL, LLC
220 CONGRESS PARK DR.
DELRAY BEACH, FL 33445

SUBJECT: TRAVEL SERVICES INTERNATIONAL, LLC
REF: L03000044702

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ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
TRAVEL SERVICES INTERNATIONAL, LLC

The undersigned, desiring to amend the Articles of Organization of Travel Services International, 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 Travel Services International, LLC.
- SECOND: The date of filing of the Articles of Organization was November 14, 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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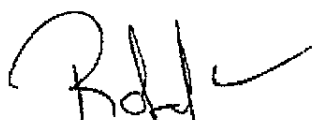
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IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment of
Articles of Organization of Travel Services International, LLC this 21 day of January, 2004.

MYTRAVEL USA HOLDINGS, INC.

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

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Signature page to Articles of Amendment of Articles of Organization

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