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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

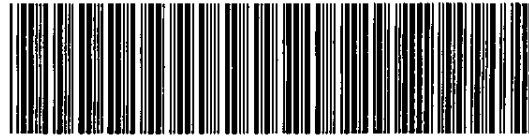
(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. C. Gillen DEC 15 2011



December 7, 2011

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Vacation.com, Inc. and Vacation.com, LLC

Dear Sir or Madam:

Enclosed are the following items:

1. Application by Foreign Corporation for Withdrawal for Vacation.com, **INC**
2. Application by Foreign Limited Liability Company for Authorization to transact business in Florida for Vacation.com, LLC
3. Check in the amount of \$160.00 for the filing fees.

Thank you for your assistance with this matter.

Sincerely,

A handwritten signature in cursive script that reads "Judy Hasse".

Judy Hasse



JUDY HASSE
Paralegal
Travel Leaders Group, LLC
jhasse@travelladers.com
www.travelladersgroup.com

3033 Campus Drive, Ste W320
Plymouth, 55441
Tel (763) 744-3735
Fax (866) 554-6161

Travel Leaders Group, LLC

3033 Campus Drive, Ste W320
Plymouth, MN 55441
Tel (763) 744-3700
www.travelladersgroup.com

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vacation.com, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Judy Hasse
Name of Person

Travel Leaders Group, LLC
Firm/Company

3033 Campus Dr. Suite W320
Address

Plymouth, MD 55441
City/State and Zip Code

jhasse@travellleaders.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judy Hasse at (763) 744-3735
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Vacation.com, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 27-4396938
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/1/2011 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1650 King Street, Suite 450
Alexandria, VA 22314
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

See Attached List.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Travel Agency consortia
business in North America. To engage in any act or activity for which
Corporations are formed.

Robert S. Brill
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Robert S. Brill, SUP + General Counsel
Typed or printed name of signee

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11 DEC 12 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vacation.com, LLC Officers

President: John Lovell, 1650 King Street, Suite 450, Alexandria, VA 22314

SVP/Secretary: John D. O'Hara, 1650 King Street, Suite 450, Alexandria, VA 22314

SVP/Treasurer: William Lynch, 119 West 40th Street, New York, NY 10018

SVP/General Counsel: Robert S. Brill, 3033 Campus Drive, Suite W320, Plymouth, MN 55441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Vacation.com, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

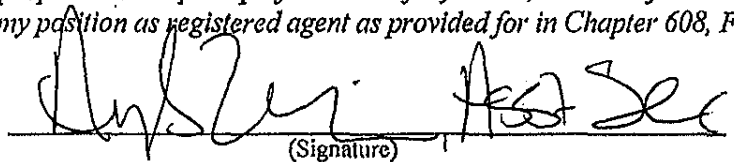
Tallahassee

FL 32301

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, 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, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VACATION.COM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2011.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9012065

DATE: 09-07-11