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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 400851 4380061
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 25.00

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JAN 20 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 19, 2004
ORDER TIME : 9:46 AM
ORDER NO. : 400851-015
CUSTOMER NO: 4380061
CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Road
Bethesda, MD 20817

FOREIGN FILINGS

NAME: THE RITZ-CARLTON TRAVEL
COMPANY, L.L.C.

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

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

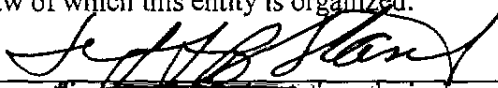
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TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: THE RITZ-CARLTON TRAVEL COMPANY, L.L.C.
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: 8/3/99

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 1/16/4
5. New name of the limited liability company: THE COBALT TRAVEL COMPANY, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

JEFF B. STANT

Typed or printed name of signer

Filing Fee: \$25.00

Delaware

PAGE 1

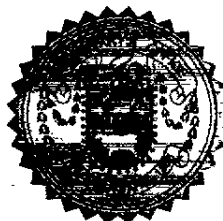
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "THE RITZ-CARLTON TRAVEL COMPANY, L.L.C.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THE COBALT TRAVEL COMPANY, LLC", THE SIXTEENTH DAY OF JANUARY, A.D. 2004, AT 2:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE RITZ-CARLTON TRAVEL COMPANY, L.L.C." WAS FORMED ON THE FIFTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3038865 8320

AUTHENTICATION: 2877275

040037218

DATE: 01-19-04