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ATTORNEYS AT LAW

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April 18, 2001

By Federal Express

m99-1874

mjh

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: WorldTravel Technologies, L.L.C.

100004032771--9
-04/19/01--01064--003
*****55.00 *****55.00

Ladies and Gentlemen:

We hereby enclose for filing an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida on behalf of WorldTravel Technologies, L.L.C. (the "Company") effecting a change of name of the Company to TRX Fulfillment Services, LLC. A check in the amount of \$55.00 is enclosed in payment of the applicable filing fee of \$25.00 and charge of \$30.00 for a certified copy. Also enclosed is a certified copy of the Company's complete Articles of Organization issued to the Company under its new name by the Secretary of State of Georgia.

Please acknowledge receipt of this filing by stamping the enclosed copy of this letter with the date of filing and returning it to us in the enclosed, self-addressed envelope.

Please take the action required to complete the filing of this Application and return to us the certified copy upon completion. If anything further is required in connection with this matter, or if you need additional information, please contact me. Thank you for your assistance.

Sincerely,

Carol I. McEwen

Carol I. McEwen
Paralegal

cc: Christine E. Frey, Esq.

303 PEACHTREE STREET • SUITE 5300
ATLANTA, GEORGIA 30308
404 527-4000 • FACSIMILE 404 527-4198

ATLANTA:4299493.1

WASHINGTON, D.C. OFFICE
701 PENNSYLVANIA AVENUE, N.W. • SUITE 600
WASHINGTON, D.C. 20004
202 624-1200 • FACSIMILE 202 624-1298

FILED
01 APR 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

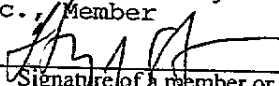
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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: WorldTravel Technologies, L.L.C.
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: 11/23/99

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? April 3, 2001
5. New name of the limited liability company: TRX Fulfillment Services, LLC
6. If the amendment changes the period of duration, indicate new period of duration:
n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
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.

By: TRX, Inc., Member

Signature of a member or the authorized representative of a member

Timothy J. Severt
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 19 PM 1:50

FILED

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 011030236
CONTROL NUMBER : K630518
DATE INC/AUTH/FILED: 09/03/1996
JURISDICTION : GEORGIA
PRINT DATE : 04/13/2001
FORM NUMBER : 215

LONG ALDRIDGE & NORMAN LLP
CAROL EWEN
303 PEACHTREE ST STE 5300
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

TRX FULFILLMENT SERVICES, LLC
A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010991055
CONTROL NUMBER: K630518
EFFECTIVE DATE: 04/03/2001
REFERENCE : 0048
PRINT DATE : 04/09/2001
FORM NUMBER : 661

LONG, ALDRIDGE & NORMAN LLP
CAROL I. MCEWEN
303 PEACHTREE ST., SUITE 5300
ATLANTA, GA 30308

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WORLDTRAVEL TECHNOLOGIES, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the Office of the Secretary of State changing its name to

TRX FULFILLMENT SERVICES, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State

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K630518
10991055

ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
WORLDTRAVEL TECHNOLOGIES, L.L.C.

The undersigned, pursuant to Section 14-11-210 of the Georgia Limited Liability Company Act, for the purpose of amending the Articles of Organization of WorldTravel Technologies, L.L.C., hereby certifies that:

ARTICLE I.

The name of the limited liability company is: WorldTravel Technologies, L.L.C.

ARTICLE II.

The Articles of Organization were filed with the Office of the Secretary of State of Georgia on September 3, 1996.

ARTICLE III.

Article I. of the Articles of Organization is hereby amended to read as follows:


The name of the limited liability company is: TRX Fulfillment Services, LLC.

ARTICLE IV.

The effective date and time of the amendment shall be upon filing with the office of the Secretary of State of Georgia.

Executed on March 30, 2001.

TRX, Inc., sole member


Name: Timothy J. Severt
Title: VP of Administration

FILED
MAR 30 2001
SECRETARY OF STATE