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(Business Entity Name)

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ACCOUNT NO. : 1072100000032

REFERENCE : 840013 7359000

AUTHORIZATION : 7

COST LIMIT : \$ PPD

ORDER DATE : December 3, 2002

ORDER TIME : 9:44 AM

ORDER NO. : 840013-005

CUSTOMER NO: 7359000

CUSTOMER: Esteban Torbar
Travelya!.com, Inc. Dbā
Suite 700
1680 Michigan Ave.
Miami Beach, FL 33139

CHANGE OF AGENT

NAME: TRAVELYA!.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Replogle --EXT# 1128

EXAMINER: _____

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: TRAVELYA!.COM, INC

2. The mailing address of the corporation: 1680 MICHIGAN AV., SUITE 700
MIAMI BEACH, FL 33139

3. Date of incorporation/qualification: 11/8/99 Document number: P99000098265

4. The name and address of the current registered agent and registered office:

Valdes-Fauli Corporate Services, Inc.

2 South Biscayne Boulevard. Ste. 3400.

Miami, FL 33131

5. The name and address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32312

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

11/24/02
(Date)

ESTEBAN TORBAR, CEO
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

12-2-02
(Date)

If signing on behalf of an entity:

Brian Courtney
Asst. V. Pres.

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***