



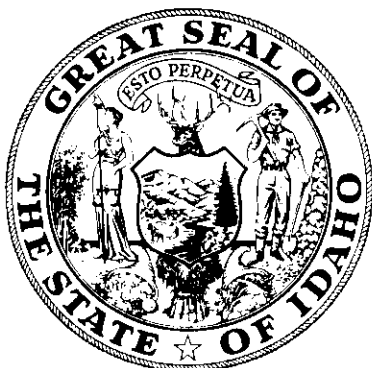
CERTIFICATE OF AUTHORITY  
OF

TRAVEL NETWORK CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TRAVEL NETWORK CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to TRAVEL NETWORK CORPORATION to transact business in this State under the name TRAVEL NETWORK CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated October 31, 19 79.



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is TRAVEL NETWORK CORPORATION
2. \*The name which it shall use in Idaho is TRAVEL NETWORK CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 3, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Sale and servicing of travel agency franchises.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>"See Attached List"</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,200</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,200	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated NOVEMBER 28, 19 79

TRAVEL NETWORK CORPORATION

By George N. Donnelly  
George N. Donnelly  
Its Vice President  
and Donald T. Martin  
Donald T. Martin  
Its \_\_\_\_\_ Secretary

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

I, Evelyn Mills, a notary public, do hereby certify that on  
this 28<sup>th</sup> day of November, 19 79, personally appeared before  
me George N. Donnelly, who being by me first duly sworn, declared that he  
is the Vice President of TRAVEL NETWORK CORPORATION

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

EVELYN MILLS  
Notary Public, State of New York  
No. 41-539823  
Qualified in Queens County  
Commission Expires March 30, 1981

Evelyn Mills  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SCHEDULE A

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
John T. Dealy	1330 Avenue of the Americas New York, New York 10019
Herbert A. Granath	"
Michael P. Mallardi	"
Sheldon M. Wool	"

OFFICERS

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Sheldon M. Wool	1330 Avenue of the Americas New York, New York 10019
Executive Vice President	George N. Donnelly	"
Executive Vice President	Robert R. Horton	"
Vice President	John C. Ford	"
Vice President	Herbert A. Granath	"
Vice President	Robert T. Goldman	"
Vice President	Michael P. Mallardi	"
Vice President, Treasurer and Controller	Edward P. Rich	"
Secretary	Donald T. Martin	"
Assistant Secretary	Griffith W. Foxley	"
Assistant Treasurer	Ann Maynard Gray	"

CERTIFICATE OF INCORPORATION

OF

TRAVEL NETWORK CORPORATION

\* \* \* \* \*

1. The name of the corporation is

TRAVEL NETWORK CORPORATION

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand two hundred (1,200) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Two hundred Dollars (\$1,200.00).

The holders of Common Stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of Common Stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
M. A. Ferrucci	100 West Tenth Street Wilmington, Delaware 19801
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of

Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 27th day of April , 1972.

M. A. Ferrucci

M. A. Ferrucci

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

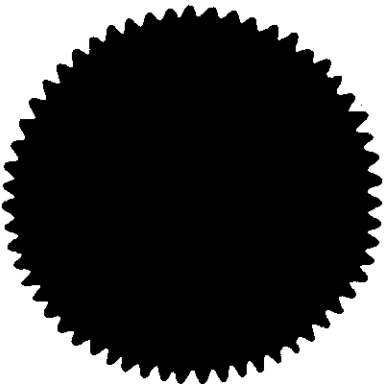


# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Incorporation of the "TRAVEL NETWORK CORPORATION", as received and filed  
in this office the third day of May, A.D. 1979, at 2:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this nineteenth day  
of November in the year of our Lord  
one thousand nine hundred and seventy-nine.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State