

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

USTRAVEL SYSTEMS, INC.

File Number C 105753

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of USTRAVEL SYSTEMS, INC. for an Amended Certificate of Authority to transact business in this State, duly executed 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 Amended Certificate of Authority to BTI AMERICAS, INC. to transact business in this State under the name BTI AMERICAS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: August 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

Aug 17 12 54 PM '95
SECRETARY OF STATE
STATE OF IDAHO

1. A Certificate of Authority was issued to the corporation by your office on March 29,
19 94, authorizing it to transact business in the State of Idaho under the name of USTRavel Systems, Inc.
2. Its corporate name has been changed to BTI AMERICAS, INC.
- (Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is BTI Americas, Inc.

It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional changes are proposed, insert "No change.")

Dated August 16, 1995

BTI AMERICAS, INC.

(Corporation Name)

By Ralph Manaker, President

Its President/Vice President (please specify)

And James R. Nugent, Jr. Exec. Vice Pres.

Its Secretary/Assistant Secretary (please specify)

STATE OF Maryland)
COUNTY OF Montgomery) ss:

I, Tracy Hockman, a notary public, do hereby certify that on this _____ day of August, 19 95, personally appeared before me Ralph Manaker, who being by me first duly sworn, declared that (s)he is the President of BTI AMERICAS, INC.
James R. Nugent, Jr.

that (s)he signed the foregoing documents as Exec. Vice President of the corporation and that the statements therein contained are true.

Tracy A. Hockman
Notary Public

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

8/17/95 9:00:00 AM
Customer # 48858
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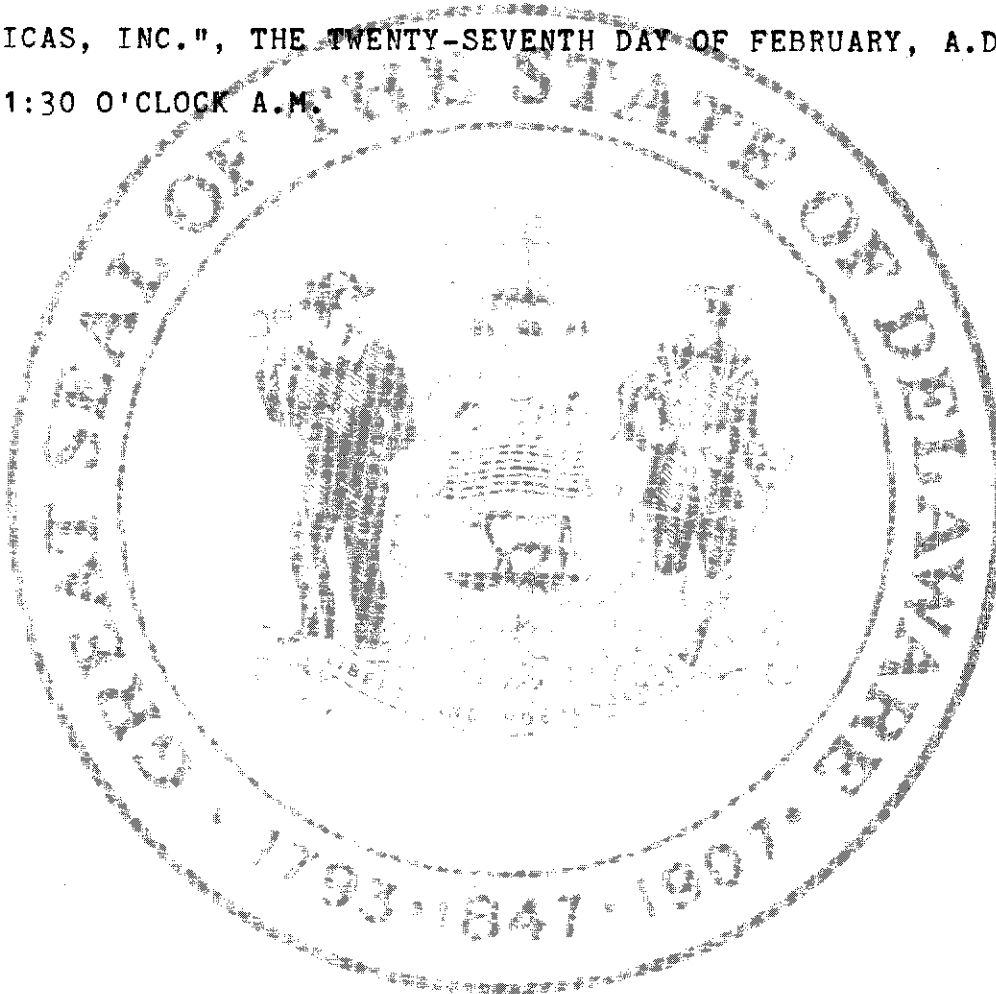
CORPORATION AMENDED CERT AUTHORITY

Office of the Secretary of State

Aug 17 1995

SECRETARY OF
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "USTRAVEL SYSTEMS,
INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "BTI
AMERICAS, INC.", THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1995,
AT 11:30 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 7603876

950181048

DATE: 08-10-95