



Department of State.

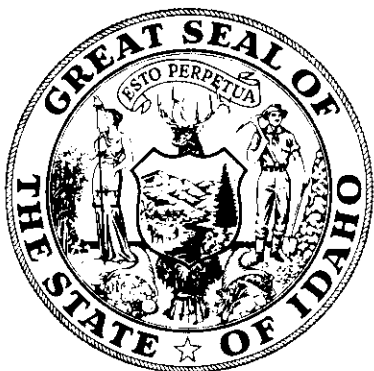
**CERTIFICATE OF AUTHORITY
OF**

_____ **ITT ELECTRONIC TRAVEL SERVICES, INC.** _____

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ITT ELECTRONIC TRAVEL SERVICES, INC. _____ 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 ITT ELECTRONIC TRAVEL SERVICES, INC. _____ to transact business in this State under the name ITT ELECTRONIC TRAVEL SERVICES, INC. _____ and attach hereto a duplicate original of the Application for such Certificate.

Dated _____ May 5 _____, 19 80 _____



Pete T. Cenarrusa

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 ITT Electronic Travel Services, Inc.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is February 27, 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 10th St., Wilmington, Delaware

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 CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Nationwide Multiple access reservation service

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attachment A</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>100</u>	<u>Common</u>	<u>\$10.00</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
100	Common	\$10.00

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 March 19, 1980

ITT Electronic Travel Services, Inc.

By Harry Schwedock
Its President
and Richard J. Heitmann
Its Secretary

STATE OF New York
COUNTY OF New York

I, Richard J. Heitmann, a notary public, do hereby certify that on this 19th day of March, 1980, personally appeared before me Harry Schwedock, who being by me first duly sworn, declared that he is the President of ITT Electronic Travel Services, Inc.

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

Richard J. Heitmann
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.

ATTACHMENT A

<u>Name</u>	<u>Residence</u>	<u>Position</u>
James J. Gilrane	51A Dunlop Road Huntington, N.Y. 11743	Director
George F. Knapp	661 Shawnee Drive Urban Farms Franklin Lakes, N.J. 07417	Director
Howard A. White	30 Waterside Plaza Apt 29J New York, New York 10010	Director
Harry Schwedock	6040 Boulevard, Apt. 7C West New York, New Jersey	President
Thomas R. Crowe	177 Algonquin Trail Wayne, New Jersey	Secretary
Rene L. Basile	237 Maxson Avenue Freeport, New York 11520	Assistant Secretary

CERTIFICATE OF INCORPORATION
OF
ITT ELECTRONIC TRAVEL SERVICES, INC.

100 MAY 5 AM 8 41
SECRETARY OF
STATE

ARTICLE 1

The name of the corporation is ITT Electronic Travel Services, Inc. (hereinafter called the "Corporation").

ARTICLE 2

The address of the registered office of the Corporation 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.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

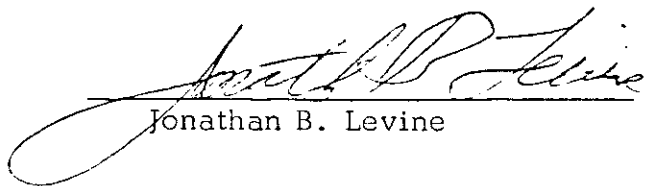
ARTICLE 4

The total number of shares of stock which the Corporation has authority to issue is 100 shares of capital stock of the par value of \$10. per share.

ARTICLE 5

The name and mailing address of the incorporator is Jonathan B. Levine, 67 Broad Street, New York, N.Y. 10004.

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of February, 1979.


Jonathan B. Levine

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

BE IT REMEMBERED that on this 22nd day of February, 1979, there personally came before me, a Notary Public in and for the County and State aforesaid, Jonathan B. Levine, described in and who executed the foregoing Certificate of Incorporation, known to me personally to be such, and he duly executed said Certificate of Incorporation before me and acknowledged said Certificate of Incorporation to be his act and deed and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARIAL SEAL

Richard J. Heitmann
Notary Public
State of New York
Commission Expires on 11/15/79

RICHARD J. HEITMANN
NOTARY PUBLIC
STATE OF NEW YORK

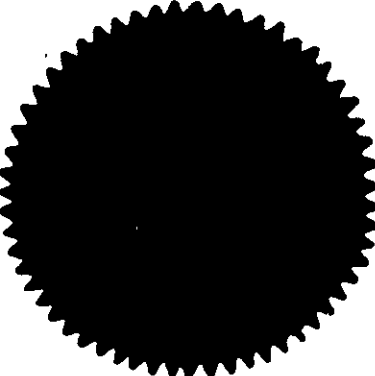


State of DELAWARE

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 "ITT Electronic Travel Services, Inc.", as
received and filed in this office the twenty-seventh day of February, A.D. 1979,
at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this seventeenth *day*
of April *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State