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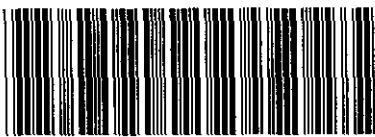
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2542313

The Registrar of Companies for England and Wales hereby certifies that
ADVISER (168) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VACATION CARE TRAVEL CLUB LIMITED

Given at Companies House, Cardiff, the 25th October 2000



C025423130



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



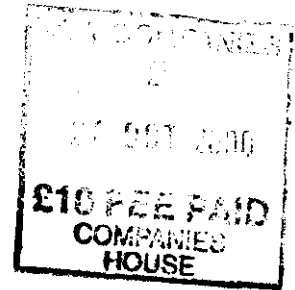
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ADVISER (168) LIMITED

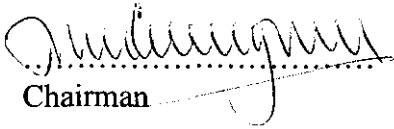
COMPANY NUMBER: 2542313



Certified to be a Special Resolution of the Company passed on 5 October 2000.

SPECIAL RESOLUTION

"That the name of the Company be changed to Vacation Care Travel Club Limited"


Chairman

