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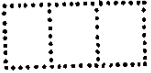
THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

1391030



Please do not write in this binding margin



Please complete legibly, preferably in black type or bold black lettering.
*Delete if inappropriate.

Name of Company

BUNAC TRAVEL SERVICES

Limited*

I, DAVID JOHN LISTER BUTLER
of Kingsbourne House 229/231 High Holborn, London WC1V 7DA.

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of BUNAC TRAVEL SERVICES Limited*

‡Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at

Commissioner for Oaths

27 Station Road

New Barnet, Herts, EN5 1PW

the seventh day of September

One thousand nine hundred and seventy eight

before me M. J. Hogan

David Butler

for Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

A Commissioner for Oaths

M. J. HOGAN a Solicitor empowered to administer Oaths

Presentor's name, address and reference (if any):

Rayner & Co.,
Kingsbourne House,
229/231 High Holborn,
London WC1V 7DA.

R/DB/26066

For official use
General section

Post room



THE COMPANIES ACTS 1948 to 1978

COMPANY LIMITED BY SHARES

1391030

3

MEMORANDUM OF ASSOCIATION

of

BUNAC TRAVEL SERVICES LIMITED



1. The name of the company is BUNAC TRAVEL SERVICES LIMITED
2. The Registered Office of the company will be situate in England
3. The objects for which the company is established are:-
 - (A) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, bankers, banking, insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, hotel, apartment and lodging-house keepers, caterers and store-keepers, teachers of languages, promoters and managers of clubs and societies (travelling, social, educational other otherwise), publishers of books, periodicals and newspaper sellers, foreign correspondents and advertising agents, employment and recruitment consultants and agents, and generally to facilitate travelling, and to provide for tourists and travellers particularly but without prejudice to the generality of the foregoing for students of universities, colleges and schools in all parts of the world or promote the provision of facilities of every description, and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, arranging vacation employment, providing guides, safe deposits, inquiry bureaux and baggage transport, and arranging and operating tours, exchange visits by students of differing nationalities and student vacation work programmes.

- (B) To guarantee or give security for the payment or performance of any debts, contracts or obligations of any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the company.
- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (G) To borrow money and raise money and secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the company or by the creation and issue of Debentures, Debenture Stock or other Obligations or Securities of any description.

- (H) To guarantee support and/or secure either with or without consideration the payment of any Debentures, Debenture Stock, Bonds, Mortgages, Charges, Obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being the company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge and undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (I) To make advances to customers and others with or without security, and upon such terms as the company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which this company is a member or is otherwise interested.
- (J) To receive money on deposit or loan upon such term as the company may approve, and generally to act as bankers for customers and others.
- (K) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copy-rights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (L) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (M) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

- (N) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the company not immediately required for the purposes of the business of the company in or upon such investments and in such manner as the company may approve.
- (Q) To pay for any property or rights acquired by the company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this company or to advance its interests, or possessed of property suitable for the purposes of the company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let or rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connection with the business carried on by the company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and Descriptions of
Subscribers

Number of Shares to
be taken by each
Subscriber

Stephen Anthony Rayner
STEPHEN ANTHONY RAYNER

One.

*Kingsbourne House,
229/231 High Holborn
London WC1
Solicitor*

David Butler
DAVID JOHN LISTER BUTLER
*Kingsbourne House
229/231 High Holborn
London WC1V 7DA
Solicitor*

One

DATED the *Sixth* day of *September*

1978

Witness to the above Signatures:-

Irene Patricia Unwin
IRENE PATRICIA UNWIN
KINGMAKER HOUSE,
STATION ROAD,
NEW BARNET, HERTS.
SECRETARY.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUNAC TRAVEL SERVICES LIMITED

1391030/4

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as Part I of Table A"), shall not apply to the company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Directors may subject to these Articles, dispose of the same in such manner as they think most

beneficial to the company. The Directors may in like manner and subject as aforesaid dispose of any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN.

5. The lien conferred by Regulation II of Part I of Table A shall extend to all shares whether fully paid or not and in respect of any liability to the company of the registered holder or holders of such shares.

SHARE TRANSFERS

6. Regulation 22 of Part I of Table A shall not apply to the company. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

7. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
8. The words "twenty one" shall be substituted for the word "Thirty" in regulation 57 of Part I of Table A.
9. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by the company in General Meeting the number of Directors shall not be less than two nor more than six. If at any time and from time to time there shall be only one Director of the company such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.
11. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
12. The office of a Director shall be vacated:-
 - (1) If by notice in writing to the company he resigns the office of Director.
 - (2) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is prohibited from being a Director by any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
 - (5) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS OF DIRECTORS

13. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

14. The first Secretary of the company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

SEAL

15. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

16. Subject to the provisions of Section 205 of the Companies Act 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

Stephen Anthony Rayner

STEPHEN ANTHONY RAYNER

Kingsbourne House,
229/231 High Holborn
London WC1N 7DA

Solicitor

David Lister Butler

DAVID JOHN LISTER BUTLER

Kingsbourne House
229/231 High Holborn
London WC1N 7DA

Solicitor

DATED the *Sixth* day of *September* 1978

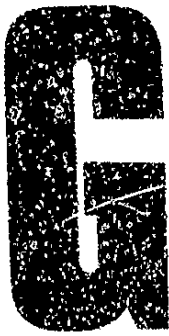
Witness to the above Signatures:-

Irene Patricia Unwin

IRENE PATRICIA UNWIN,

KINGMAKER HOUSE,
STATION ROAD, NEW BARNET, HERTS

SECRETARY.



Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

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binding margin



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legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

1391030

Company number

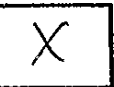
Name of Company

<i>BUNAC TRAVEL SERVICES</i>
— Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

<i>30, Store Street, London, W.C.1.E 7BS</i>

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below



<i>RAYNER & CO</i>
<i>KINGSBOURNE HOUSE, 229/231 HIGH HOLBORN,</i>
<i>LONDON WC1V 7DA</i>

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

--

Presentor's
reference (if any):

R/DB/26066

RAYNER & CO
Solicitors
Kingsbourne House,
229-231 High Holborn
LONDON, WC1V 7DA

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General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

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Important
The particulars to be given are those referred to in section 21 (2) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page before completing this part of the form

Name (note 2)	Howard John Green	Business occupation	Travel organiser
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	3, St. Johns Terrace, Hag Hill, Enfield, Middlesex EN3 9AQ	Date of birth (where applicable) (note 6)	NIA
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 6th September 1978	

Name (note 2)	JAMES ALEXANDER BUCK	Business occupation	Travel Organiser
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	29, Tidenham Gardens, Broydon CR0 5UT	Date of birth (where applicable) (note 6)	NIA
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 6th September 1978	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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in this
margin

Important
particulars
be given are
referred to
section 21(2)(b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:


Name (notes 2 & 7)	JAMES ALEXANDER BUCK
Former name(s) (note 3)	
Address (notes 4 & 7)	20 TIDFHAM GARDENS NORWICH NR5 5UT
I hereby consent to act as secretary of the company named on page 1	
Signature	J. A. Buck Date 6th September 1978

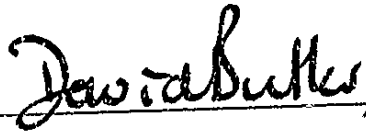
Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
Section 21 (3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature  [Subscriber] ~~[Agent]~~† Date 6th September 1978
STEPHEN ANTHONY RAYNER.

Signature  [Subscriber] ~~[Agent]~~† Date 6th September 1978
DAVID JOHN LISTER BUTLER



CERTIFICATE OF INCORPORATION

No. 1391030

I hereby certify that

BUNAC TRAVEL SERVICES LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

26TH SEPTEMBER 1978

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

Number of) 1391030
Company)

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

BUNAC TRAVEL SERVICES

LIMITED

Passed 6th June , 19 80.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 30/31 Store Street, London WC1E 7BS

on the 6th day of June , 1980, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

'That the capital of the Company be increased by £49,900 to £50,000 by the creation of 49,900 Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares of the Capital of the Company'.

Signature

HJ CREW - DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



No. of Company

1391030

Form No. 10

THE COMPANIES ACTS 1948 to 1967
Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

BUNAC TRAVEL SERVICES

*State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a^{*} Special Resolution of the Company dated the
6th day of June 1980 the nominal capital of the
Company has been increased by the addition thereto of the sum of £49900
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
49900	ORDINARY	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

The new shares rank pari passu in all respects with the existing
Ordinary Shares of the Capital of the Company.

Signature

State whether Director
or Secretary

Dated the... day of

19

Presented by

Presentor's Reference



(see notes overleaf)