

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3436825

The Registrar of Companies for England and Wales hereby certifies that
PLAN DIRECT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
STS HOLIDAYS LIMITED

Given at Companies House, Cardiff, the 5th August 1999



C034368254



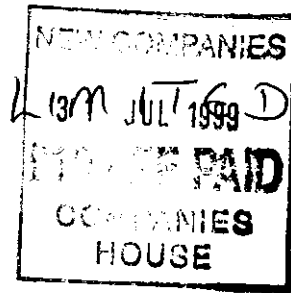
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC006B

736895
Company number: 3436825
Company name: PLAN DIRECT



SPECIAL RESOLUTION

The following Special Resolution was passed by the Members at an Extraordinary General Meeting held on (date) 28th JULY 1999

at (place) LEES HOUSE, 21 DYKE ROAD, BRIGHTON, SUSSEX
BN1 3GD

THAT the name of the Company be changed to

STS HOLIDAYS LIMITED

Signature:

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a series of loops and a horizontal line at the end.

*Chairman of the meeting/Director/Secretary

*Delete as appropriate

JORDANS LIMITED
21 St. Thomas Street
Bristol BS1 6JS
AY2777