

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3633045

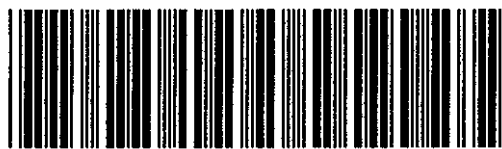
The Registrar of Companies for England and Wales hereby certifies that

FIRST CHOICE RETAIL LIMITED

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

INTATRAVEL GROUP LIMITED

Given at Companies House, Cardiff, the 30th April 1999



C03633045T

C. Phillips

C. PHILLIPS

For The Registrar Of Companies



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

055524

Company No 3633045

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
PASSED AS A WRITTEN RESOLUTION


OF

FIRST CHOICE RETAIL LIMITED

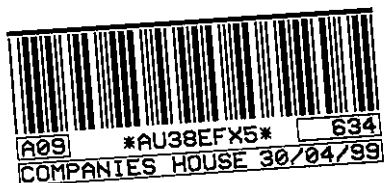
It was noted that it was the intention for the Travel Choice business of the First Choice Group of Companies to operate under the legal entity currently named Intatravel Group Limited. It was proposed to simultaneously change the names of First Choice Retail Limited and Intatravel Group Limited so that First Choice Retail Limited becomes the legal entity under which this retail business is operated.

Accordingly, the Company hereby RESOLVES:

THAT the name of the Company be changed to Intatravel Group Limited with effect from 30 April 1999.

Signed 
Rebecca Starling
Corporate Representative of First Choice Holidays PLC

Dated 22 April 1999



CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL


REBECCA STARLING
COMPANY SECRETARY