

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4879656

The Registrar of Companies for England and Wales hereby certifies that  
FIRST CHOICE AIR LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
FIRST CHOICE AIRWAYS LIMITED

Given at Companies House, Cardiff, the 22nd September 2003



\*C04879656L\*

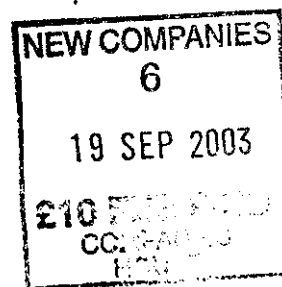


THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

FIRST CHOICE AIR LIMITED

SPECIAL RESOLUTION

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE:

THAT the name of the Company be changed to First Choice Airways Limited

ELECTIVE RESOLUTIONS  
PASSED AS WRITTEN RESOLUTIONS

The undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY ELECTS:

- 1 pursuant to Section 252 of the Act, to dispense with the laying of Report and Accounts before the Company in general meeting;
- 2 pursuant to Section 366(A) of the Act, to dispense with the holding of Annual General Meetings; and
- 3 pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

The Company RESOLVES:

**THAT** for as long as the elective resolution to dispense with the obligation to appoint auditors annually shall remain in effect the directors of the Company be and they are hereby authorised to fix the remuneration of the auditors.

Signed.....  
Joyce Walter  
For and on behalf of First Choice Holidays PLC

Date 17 sept 2003

