

FILE COPY



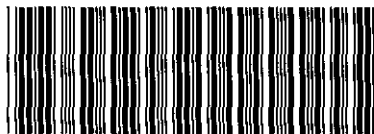
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4879656

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

having by special resolution changed its name, is now incorporated
under the name of
AIR 2000 LIMITED

Given at Companies House, Cardiff, the 9th October 2003



C048796568



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No 4879656

77731



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION PASSED AS A WRITTEN RESOLUTION

OF

FIRST CHOICE AIRWAYS LIMITED

It was RESOLVED:

THAT the name of the Company be changed to Air 2000 Limited with immediate effect.

Signed
For First Choice Holidays PLC

Dated 6 Oct 2003

