



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4998461

The Registrar of Companies for England and Wales hereby certifies that

**THOMSON AIRLINES LIMITED**

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

**KEENPODS LIMITED**

Given at Companies House on **22nd August 2008**



**\*C04998461L\***

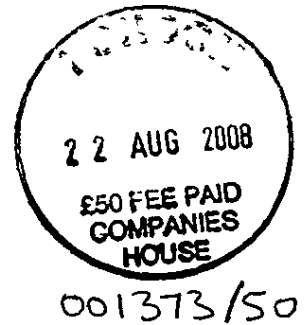


*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

COMPANY NO. 4998461  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
THOMSON AIRLINES LIMITED  
(the "Company")



**CIRCULATION DATE: 22 August 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

**CHANGE OF COMPANY NAME**

IT IS RESOLVED

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

The undersigned, being the sole member of the Company on the Circulation Date and entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution

Signed:

Joyce Walter – Authorised Signatory  
For and on behalf of TUI UK Limited

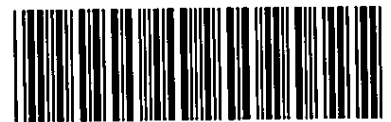
Date:

22/8/08

**NOTES**

- 1 Please indicate your agreement with the Resolution(s) above by signing and dating this document where indicated and returning it to Richard Swan at TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL or richard.swan@tuitravel.com
- 2 Once you have indicated your agreement with the Resolution(s) you may not revoke your agreement.
- 3 The Resolution(s) above will lapse unless agreed within 28 days of the Circulation Date

FRIDAY



LD1 22/08/2008 229  
COMPANIES HOUSE