

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6091951

The Registrar of Companies for England and Wales hereby certifies that

SHAKESPEARECO PLC

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

THOMAS COOK GROUP PLC

Given at Companies House, London, the 12th February 2007



C06091951B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CASH

6091951



THE COMPANIES ACT 1985 (AS AMENDED)

Company Limited by shares

RESOLUTIONS
of
SHAKESPEARECO PLC

At an extraordinary general meeting of the above-named company duly convened and held on 11 February 2007 the following resolutions were passed, resolution 1 as a special resolution and resolution 2 as an ordinary resolution:

SPECIAL RESOLUTIONS

1. That the Company's name be changed to Thomas Cook Group plc.

ORDINARY RESOLUTION

2. Pursuant to article 84 of the Company's articles of association, the Company elects John Alkins to be a director of the Company and in doing so confirms the Board of Directors' appointment of John Alkins as Director, pursuant to article 85 of the Company's articles of association, at the meeting of the Board of Directors held at One Bunhill Row, London, EC1Y 8YY on 11 February 2007 at

Chairman of the Meeting

