

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5505192

The Registrar of Companies for England and Wales hereby certifies that

PRICELINE. COM ACME LIMITED

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

PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED

Given at Companies House, London, the 25th July 2005



C055051920



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Company Number: 05505192

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON EC4V 5JA

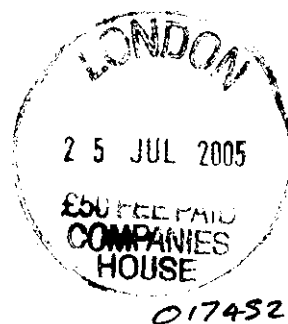
**WRITTEN RESOLUTION OF
PRICELINE.COM ACME LIMITED**

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that said resolution shall, pursuant to regulation 59 of the Company's Articles of Association, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is hereby resolved:

THAT the Company's name be changed to:

PRICELINE.COM BOOKINGS ACQUISITION COMPANY LIMITED



Dated: 14 July 2005

A handwritten signature in black ink, appearing to be "A. J. ...", written over a horizontal line.

duly authorised signatory of
priceline.com International Limited

