



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is CW GOVERNMENT TRAVEL, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: 170 Westminster Street, Suite 900, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CT Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: July 28, 2003

CW GOVERNMENT TRAVEL, INC.

Print Corporate Name

By Louis J. Giaccardo
Its President or Its Vice President

STATE OF DELAWARE
COUNTY OF NEW CASTLE

Louis J. Giaccardo, Attorney in Fact

In Wilmington, DE, on this 28th day of July, 2003, personally appeared before me Louis J. Giaccardo who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation and that the statements herein contained are true.

AUG 05 2003

Notary Public
My Commission Expires: May 17, 2005

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Ralph W. Beha of Carlson Companies, Inc. ("the Company"), a corporation established under the laws of Minnesota, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis J. Giaccardo and Blanca Lozada attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Louis J. Giaccardo shall exercise the power of Vice President and Blanca Lozada shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

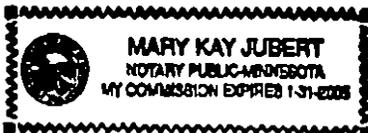
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Ralph W. Beha, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15th day of July, 2003.

Carlson Companies, Inc.

BY: *Ralph W. Beha*
Ralph W. Beha
Vice President & Corporate Secretary

Subscribed and sworn to before me this 15th day of July, 2003.



Mary Kay Jubert
Notary Public

CARLSON WAGONLIT TRAVEL, INC.

CW GOVERNMENT TRAVEL, INC.