

Filing Fee: \$75.00

ID Number: 61269



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Thomas Cook Inc.
2. It is incorporated under the laws of New York
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 03/20/1990, authorizing it to transact business in Rhode Island under the name of Thomas Cook Inc.
4. The corporate name of the corporation has been changed to Travelex Inc.
(If no change, so indicate.)
5. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.
Travelex Inc.
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No Change.")
No Change

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By [Signature]

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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: Aug 15/02

Thomas Cook Inc.

Print Exact Name of Corporation Making Application

Anthony Horne By

☒ President or ☐ Vice President (check one)

Michael Brandt By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF ONTARIO
COUNTY OF Toronto

In Toronto, on this 15 day of August, 2002, personally appeared before me Anthony Horne who, being by me first duly sworn, declared that he/she is the President 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.

Hemant Dullabh, a Commissioner, etc.,
City of Toronto, for Travelex Canada Ltd.
Expires November 2, 2004

Notary Public

My Commission Expires: Nov/02/04



CONSENT TO CARRY ON BUSINESS

Travellex Currency Services Inc., corporation organized under the laws of the State of
DELAWARE, hereby consents to TRAVELEX INC. carrying on its business in the
STATE OF RHODE ISLAND.

In witness whereof, the said Travellex Currency Services, Inc. has caused this consent to
be executed by its SENIOR VICE-PRESIDENT/ C.F.O. this 01 day of October, 2002.

Travellex Currency Services, Inc.

By: Michael Brandt

Name: Michael Brandt

Title: Senior Vice-President/ C.F.O.

Witness: [Signature]

Name: Gavin Birer

Title: Vice-President

Legal and Business Affairs

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DECEMBER 23, 2002



Secretary of State

DOS 2001-Rev. 03/01

3. The Restated Certificate of Incorporation was filed by the Department of State on the 22nd day of January 1999.

4. The Certificate of Incorporation as now in full force and effect is hereby amended to effect a change in the name of the Corporation as authorized pursuant to Section 801 of the Business Corporation Law.

5. Article FIRST of the Certificate of Incorporation relating to the name of the Corporation is hereby amended so that Article FIRST thereof as amended in its entirety shall be and read as follows.

"FIRST: The name of the corporation is Traveler Inc (the "Corporation")."

6. The amendment to the Certificate of Incorporation set forth in this Certificate of Amendment of Certificate of Incorporation was authorized by the Board of Directors followed by the Shareholders of the Corporation in accordance with Section 803 of the Business Corporation Law