

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF**

Thomas Cook Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)  
amended, the undersigned corporation, organized under the laws of the State of  
New York, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is Thomas Cook Inc.

SECOND: The address of its present registered office is  
170 Westminster Street, Suite 900, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is  
123 Dyer Street, Providence, R.I. 02903

FOURTH: The name of its present registered agent is  
PRENTICE-HALL

FIFTH: The name of its successor registered agent is  
C T CORPORATION SYSTEM

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated 9 January, 1998

Thomas Cook Inc.

By

*John Halko*

Its Officer & Director, John Halko

STATE OF New York }  
COUNTY OF New York } Sc.

At NEW YORK in said county on this 9<sup>th</sup> day  
of January, 1998, personally appeared before me JOHN Halko  
, who, being by me first duly sworn, declared that he  
is the SENIOR VICE PRESIDENT of THOMAS COOK INC.  
that he signed the foregoing document as SENIOR VICE President & Director of the  
corporation, and that the statements therein contained are true.

**FILED**

JAN 20 1998

By 14178310

(NOTARIAL SEAL)

(R.I. - 2131 - 11/17/94)

RECEIVED  
SECRETARY OF STATE  
JAN 20 1998

*Sherazade Hamil*  
Notary Public

SHERAZADE HAMIL  
Notary Public, State of New York  
No. 4978978  
Qualified in New York County  
Commission Expires March 11, 1999

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS that THOMAS COOK INC., a company incorporated under the laws of the United States of America and having its Registered Office at One Penn Plaza, Suite 1714 New York, New York, USA 10119 (hereinafter called "the Company") DOth MAKE CONSTITUTE AND APPOINT Mr. John Halko, Senior Vice President, Finance and Information Technology, Thomas Cook Group Canada Ltd., to be a true and lawful Attorney of the Company to do and perform in and throughout the United States of America the following acts:

1. To apply on behalf of the Company for licenses to enable the Company to operate its travelers cheque business in each of the States.
2. To complete, execute and file such license applications on behalf of the Company, including affixing the Common Seal.
3. To take whatever steps are necessary to maintain or renew any licenses granted to the Company in any State in respect of its travelers cheque business.
4. And the Company doth hereby ratify and confirm and agree to ratify and confirm whatsoever the said Attorney shall lawfully do by virtue of these presents.

IN WITNESS WHEREOF the Company has caused its Common Seal to be hereunto affixed at New York, New York, this *7th* day of *May*, One-Thousand Nine-Hundred and Ninety-Six.

*Seamus W. Ly - SUP-NC* Officer

*Shirazade Hamid* *asst* Secretary