

**ONLINE VACATION CENTER HOLDINGS CORP
AUDIT COMMITTEE CHARTER**

I. PURPOSE

The Audit Committee's function is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by (the "Corporation") to any governmental body, shareholders or the public; the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Corporation's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's duties and responsibilities are to:

- Serve as an independent neutral and objective party to monitor the Corporation's financial reporting process and internal control system.
- Review and appraise the audit efforts of the Corporation's independent accountants and internal auditing department.
- Provide an open avenue of communication among the independent accountants, financial and senior management, the internal auditing department, and the Board of Directors.

The Audit Committee will fulfill these duties by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

Audit Committee shall be comprised of two or more directors as determined by the Board, a majority of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. A director will not be considered "independent" if, among other things, he or she has:

- been employed by the corporation or its affiliates in the current or past three years;
- accepted any compensation from the corporation or its affiliates in excess of \$60,000 during the previous fiscal year (except for board service, retirement plan benefits, or non- discretionary compensation);
- an immediate family member who is, or has been in the past three years, employed by the corporation or its affiliates as an executive officer;

- been a partner, controlling shareholder or an executive officer of any for-profit business to which the corporation made, or from which it received, payments (other than those which arise solely from investments in the Corporation's securities) that exceed five percent of the organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; or been employed as an executive of another entity where any of the Corporation's executives serve on that entity's compensation committee.

All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

The members of the Committee shall be elected by the Board at the director's meeting, following the annual shareholders meeting, or at any other time that it is necessary to elect a success to the Committee. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least four times annually, and at least once per fiscal quarter, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least be annually with management, the director of the internal auditing department and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chair should meet with the independent accountants and management quarterly to review the Corporations financials.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter periodically and not less than annually, as conditions dictate.
2. Review the Corporation's annual financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent accountants.

3. Review regular internal reports to management prepared by the internal auditing department and management's response.
4. Review with financial management and the independent accountants the Quarterly Reports on Form 10-QSB prior to their filing or prior to the release of earnings. If the entire committee is unavailable, the Chair of the Committee may represent the entire Committee for purposes of this review.

Independent Accountants

5. Recommend to the Board of Directors the selection of the independent accountants, considering their independence and their effectiveness, and approve the fees and other compensation to be paid to the independent accountants.
6. On an annual basis, the Committee should review and discuss with the accountants all significant relationships the accountants have with the Corporation to determine the accountants' independence. The accountants shall provide the Corporation with a formal written statement delineating all relationships between the accountants and the Corporation, consistent with Independence Standards Board Standard 1.
7. The Committee has a responsibility for actively engaging in a dialogue with the independent accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of the accountant and for taking, or recommending that the full board take, appropriate action to oversee the independence of the independent accountant.
8. The independent accountant's ultimate accountability is to the Board of Directors and the Committee, as representatives of the shareholder, and the Committee, as the shareholder's representative, has ultimate authority and responsibility to select, evaluate and where, appropriate, replace the independent accountant (or to nominate the outside auditor to be proposed for shareholder approval in the proxy statement).
9. Review the performance of the independent accountants and approve any proposed discharge of the independent accountants when circumstances warrant.
10. Periodically consult with the independent accountants out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements and disclosure.

Financial Reporting Processes

11. In consultation with the independent accountants and the internal auditors, review the internal and external integrity of the organization's financial reporting processes.

12. Consider the independent accountants' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
13. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the independent accountants, management, or the internal auditing department.

Process Improvement

14. Establish regular and separate systems of reporting to the Audit Committee by each of management, the independent accountants and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
15. Following completion of the annual audit, review separately with each of management, the independent accountants and the internal auditing department any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
16. Review any disagreement among management and the independent accountants or the internal auditing department in connection with the preparation of the financial statements.
17. Review with the independent accountants, the internal auditing department and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate of time subsequent to implementation of changes or improvements, as decided by the Committee.)

Ethical and Legal Compliance

18. Establish, review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code.
19. Review management's monitoring of the Corporation's compliance with the organization's Code of Ethical Conduct, and ensure that management has the proper review system in place to ensure that Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements.
20. Review activities, organizational structure, and qualifications of the internal audit department.

21. Review, with the organization's counsel, legal compliance matters including corporate securities trading policies.
22. Review, with the Corporation's counsel, any legal matter that could have a significant impact on the organization's financial statements.
23. Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law, as the Committee or, the Board deems necessary or appropriate.