

UCC FILING & SEARCH SERVICES, INC.  
 26 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

PO 0000067519

**HOLD**  
 FOR PICKUP BY  
 UCC SERVICES  
 OFFICE USE ONLY

817813/3500U

October 17, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

800 Travel Acquisition Sub, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILED  
 OCT 17 AM 11:40  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

300003427203-6  
 10/17/00-00017-013  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 OCT 17 AM 10:35  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

N.C.

G. COULLETTE OCT 17 2000

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
800 TRAVEL ACQUISITION SUB, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, 800 TRAVEL ACQUISITION SUB, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

**Name.** The name of the Corporation is 800 Travel Acquisition Sub, Inc.

**Amendments Adopted.** The amendment adopted provides for the Corporation to change its name from 800 Travel Acquisition Sub, Inc. to Prestige Travel Systems, Inc.

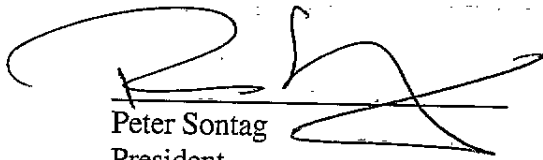
**Text of Amendments.** Article 1 is hereby amended by deleting such Article 1 and substituting the following new Article 1 which reads as follows:

**Article 1.** The name of the Corporation is Prestige Travel Systems, Inc..

**Adoption of Amendments.** The foregoing amendment was approved on August 31, 2000 by unanimous written consent of the Board of Directors and the sole shareholder of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes.

**Effective Date.** The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 13<sup>th</sup> day of October, 2000.

  
Peter Sontag  
President

**FILED**  
00 OCT 17 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA