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Division of Corporations

BRGWR-813-223-9620

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BASIC AMENDMENT

BAY AREA TRAVEL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

AMEND
DRB 11/25
(2)

Facsimile Audit Number: H02000230096 8

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BAY AREA TRAVEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAY AREA TRAVEL, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 17,000,000 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholders meetings and to cast one vote on each matter with respect to which shareholders have the right to vote and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding a majority of the stock of the corporation and all directors having executed a written statement, dated November 5, 2002, manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Chief Executive Officer this 5th day of November, 2002.

BAY AREA TRAVEL, INC.

By: 
Kevin Puma, Chief Executive Officer

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