

Division of Corporations

**P00000057501**

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## BASIC AMENDMENT

THE PAR WORLDWIDE GROUP INC.

Certificate of Status	0
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Page Count	04
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*Amendment*  
11/13/00 DC

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DIVISION OF CORPORATIONS

November 9, 2000

THE PAR WORLDWIDE GROUP INC.  
2385 AERIAL WAY  
BROOKSVILLE, FL 34609

SUBJECT: THE PAR WORLDWIDE GROUP INC.  
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Darlene Connell  
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FAX Aud. #: H00000058791  
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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
THE PAR WORLDWIDE GROUP INCORPORATED

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WHEREAS, the Articles of Incorporation of THE PAR WORLDWIDE GROUP INCORPORATED were filed with and approved by the Secretary of State of the State of Florida effective the 14<sup>th</sup> day of June, 2000; and

WHEREAS, it is the intention of the directors and the stockholders of THE PAR WORLDWIDE GROUP INCORPORATED that the Articles of Incorporation of THE PAR WORLDWIDE GROUP INCORPORATED be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by the directors of THE PAR WORLDWIDE GROUP INCORPORATED, pursuant to the provisions of Florida Statutes, Section 607.0821, on the 16<sup>th</sup> day of November, 2000; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders comprising the only voting group of stockholders of THE PAR WORLDWIDE GROUP INCORPORATED, pursuant to the provisions of Florida Statutes, Section 607.0704, on the 16<sup>th</sup> day of November, 2000; and

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WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of THE PAR WORLDWIDE GROUP INCORPORATED, are hereby amended by deleting in its entirety the present Article VI and by substituting therefor the following, to-wit:

"ARTICLE VI

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000,000 shares with a par value of \$.01. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

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(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of THE PAR WORLDWIDE GROUP INCORPORATED by its President and Secretary this 6<sup>th</sup> day of ~~September~~ <sup>November</sup>, 2000.

THE PAR WORLDWIDE GROUP, INCORPORATED

By:   
Gerard D. Henderson, President

By:   
Maxine DelMastro, Secretary

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