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Amended / Restated
(1a) 5/1/03



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04/29/03--01057--005 **35.00

FILED
03 APR 29 PM 4:00
TALLAHASSEE, FLORIDA

TOURPASS

800 Corporate Drive, Suite 408
Fort Lauderdale, FL 33334
Telephone: 954.315.7060
Facsimile: 954.938.7000
Web Site: www.tourpass.com

April 25, 2003

VIA OVERNIGHT DELIVERY
AIRBILL NO. 8371 02839820

Florida Department of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for Tourpass, Inc., a Florida corporation; Document No. P01000073129

To Whom It May Concern:

Enclosed are duplicate, original Amended and Restated Articles of Incorporation for Tourpass, Inc., a Florida corporation. Also enclosed is the required filing fee payable to the Division of Corporation in the amount of \$35.00.

Please also note that the new corporate address for Tourpass, Inc. is 800 Corporate Drive, Suite 408, Fort Lauderdale, Florida 33334. The office telephone number is 954-315-7676 and the fax number is 954-938-7000. Please update your records accordingly.

Please date stamp the enclosed duplicate original set of Amended and Restated Articles of Incorporation and return it to the undersigned for our records.

Thank you for your assistance.

Very truly yours,


Doménico D. Alfonso
President and CEO

Enclosures

*Please date/stamp
this duplicate
original and return
same to the address
listed on the enclosed
envelope.*

*Thank you.
S. RACICOT
2039 Discovery Cir. E.
Deerfield Beach, FL
33442*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 29 PM 4: 00

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOURPASS, INC.**

Pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of TOURPASS, INC. (the "Company"), which Company was incorporated in the State of Florida on July 25, 2001, charter number P01000073129.

1. The sole shareholder of the Company has unanimously voted to adopt the Amended and Restated Articles of Incorporation. Therefore, Articles I through XIV of the Company's Articles of Incorporation are deleted in their entirety and are amended and restated as follows:

ARTICLE I

Name

The name of the Company is TOURPASS, INC.

ARTICLE II

Principal Office

The address of the principal office of the Company is 800 Corporate Drive, Suite 408, Fort Lauderdale, Florida 33334.

ARTICLE III

Capital Stock

The Company is authorized to issue 10,000,000 shares of common stock, par value \$.01 per share and 1,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such preferences, limitations and relative rights as are stated in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors.

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ARTICLE IV

Registered Agent and Office

The registered agent of the Company shall be Doménico D'Alfonso and the registered office address of the Company shall be 800 Corporate Drive, Suite 408, Fort Lauderdale, Florida 33334.

ARTICLE V

Board of Directors

The number of members of the Board of Directors shall not be less than one (1), with the exact number of directors to be specified from time to time in the manner provided in the Company's bylaws.

ARTICLE VI

Corporate Purposes and Powers

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. The Company shall have all of the powers and rights conferred upon corporations under the laws of the State of Florida to carry out such purpose.

ARTICLE VII

Bylaws

The power to adopt, amend or repeal the Company's bylaws shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII

Amendment

These Articles of Incorporation may be amended, altered, changed or repealed by the Company's shareholders in accordance with Florida law.

ARTICLE IX

Indemnification

The Company shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

The foregoing Amended and Restated Articles of Incorporation of Tourpass, Inc. was unanimously adopted by the sole director of the Board of Directors and the sole shareholder of the Company on the 24th day of April, 2003.

Dated this 25th day of April 2003.

TOURPASS, INC.,
a Florida corporation

By: 
Doménico D'Alfonso, President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as successor registered agent for TOURPASS, INC., a Florida corporation, at the place designated in these Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and further states that it is familiar with §607.0505 of the Florida Business Corporation Act.

Dated this 25th day of April 2003.

Tourpass, Inc., a Florida corporation

By: 
Doménico D'Alfonso, President