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(Business Entity Name)

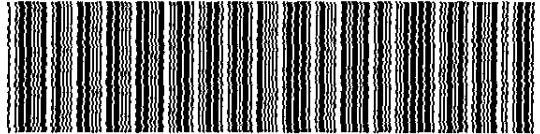
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Glean*



July 29, 2003

Secretary of State
Division of Corporations – Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Corporate Airfares, Corporation – Amended to Articles Of Incorporation.

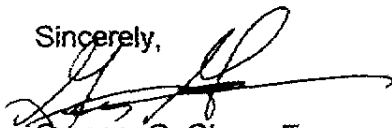
EIN: 05-0534152

Dear Sir:

Please find enclosed amended articles of incorporation for Corporate Airfares, Corporation, and a filing fee of \$35.00.

Forward the receipt and acknowledgement directly to Corporate Airfares, Corporation

Sincerely,



Gregory G. Glenn, Esq.

Attachments:
IRS Form 2553

Glenn Law Offices, P.A.
Office: 121 South 61st Terrace, Ste. A, Hollywood, Florida 33023
Mail: P.O. Box 814705, Hollywood, Florida 33081
Phone: (954) 961-1064 Fax: (954) 961-1810
E-Mail: gglen_law@yahoo.com

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CORPORATE AIRFARES CORP**

Pursuant to the provisions of F.S. 607.1006, this Florida Corporation adopts the following articles of amendment to its Articles of Incorporation as follows:

FIRST AMENDMENT ARTICLE 1 - Name and Address Update

CORPORATE AIRFARES, CORP.
1835 East Hallandale Beach Blvd., Ste. 223
Hallandale Beach, Florida 33009

SECOND AMENDMENT ARTICLE 2- Duration/Effective Date

This Corporation shall have perpetual existence commencing the date of filing of the original Articles of Incorporation.

THIRD AMENDMENT ARTICLE 3 - Purpose

The general purposes for which the Corporation is organized are the following:

- A. Provide services to the business community related to obtaining airline tickets and travel accommodations.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

FOURTH AMENDMENT ARTICLE 4 - Capital Stock Increase

The aggregate number of shares which the Corporation is authorized to issue will increase from one (1) to **one thousand (1000) shares** of capital stock. Such shares shall be of **a single class** and shall have a par value of **(.10) TEN CENTS** per share.

FIFTH AMENDMENT ARTICLE 5 - Initial Registered Office and Agent

The street address of the **registered office** of the Corporation will no be as follows:

1835 East Hallandale, Ste. 223
Hallandale, Florida 33009

and the name of the **registered agent** at that Corporation at that address is **BRENT R. ALLEN**, 1835 East Hallandale, Ste. 223, Hallandale, Florida 33009

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TALLAHASSEE, FLORIDA

SIXTH AMENDMENT ARTICLE 6 - Initial Board of Directors

The number of Directors constituting the **Board of Directors** will now be **ONE** (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRENT R. ALLEN	1835 East Hallandale Beach Blvd., Ste. 223 Hallandale Beach, Florida 33009

SEVENTH AMENDMENT ARTICLE 7 - Incorporators

The names and addresses of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
BRENT R. ALLEN	1835 East Hallandale Beach Blvd., Ste. 223 Hallandale Beach, Florida 33009

EIGHTH AMENDMENT ARTICLE 8 - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

NINTH AMENDMENT ARTICLE 9 - Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

TENTH AMENDMENT ARTICLE 10 - Preemptive Rights

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any

amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ELEVENTH AMENDMENT ARTICLE 11 - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

TWELFTH AMENDMENT ARTICLE 12 - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

THIRTEENTH AMENDMENT ARTICLE 13 - Management of Corporation by Directors

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

FOURTEENTH AMENDMENT ARTICLE 14 - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

FIFTEENTH AMENDMENT ARTICLE 15 - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

SIXTEENTH AMENDMENT ARTICLE 16 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

SEVENTEENTH AMENDMENT ARTICLE 17 - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

EIGHTEENTH AMENDMENT ARTICLE 18 - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

NINETEENTH AMENDMENT ARTICLE 19 - Stock Transfer Restrictions

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Address</u>	<u>No of Shares</u>
BRENT R. ALLEN	1835 E Hallandale Beach Blvd., Ste. 223 Hallandale Beach, Florida 33009	550

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

TWENTIETH AMENDMENT ARTICLE 20 - Commencement of Corporate Existence


In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

TWENTY FIRST AMENDMENT ARTICLE 21 - Dividends

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the Corporation).

These amendments were adopted and approved by a sufficient number of votes cast by Shareholders and the Board of Directors adopted and approved the amendments contained herein. The date of each amendments adoption is 5/16/03.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 16th day of May, 2003.


BRENT R. ALLEN
Pres

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of May, 2003, by BRENT R. ALLEN, who is personally known to me or who have produced Drivers Licenses or _____ as identification and who did take an oath as the persons described in and who executed the foregoing Articles of Incorporation of CORPORATE AIRFARES, INC. and who acknowledged to and before me that they executed said instrument for the purposes therein expressed.


Notary Public, State of Florida
My Comm. expires:

 Gregory G Glenn
My Commission CC900593
Expires January 09, 2004

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CORPORATE AIRFARES, INC. which is contained in the foregoing Articles of Incorporation of CORPORATE AIRFARES, INC. Corp.

DATED this 16 day of May, 2003.


BRENT R. ALLEN

1835 East Hallandale Beach Blvd., Ste. 223
Hallandale Beach, Florida 33009
Registered Agent