

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT**TRAVELSUTTE, INC.**

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Amend

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRAVELSUITE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number PG0000077775)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

1. Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Ninety Million (90,000,000) shares. Seventy Five Million (75,000,000) shares shall be common stock, each with a par value of \$.001 per share (the "Common Stock"), and Fifteen Million (15,000,000) shall be preferred stock, each with a par value of \$.001 per share (the "Preferred Stock").

The holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock held on all matters voted upon by the shareholders of the Corporation.

Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors. All shares of any one series of the Preferred Stock shall be alike in every particular except that there may be different dates from which dividends thereon, if any, shall be cumulative, if made cumulative. The powers, preferences and relative, participating, optional and other rights of each series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. Subject to the provisions of this Article IV, the Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of Preferred Stock, the designation, powers, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, if any, of such series, including, but without limiting the generality of the foregoing, the following:

(1) the distinctive designation of and the number of shares of Preferred Stock which shall constitute the series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors;

(2) the rate and times at which, and the terms and conditions upon which, dividends, if any, on shares of the series shall be paid, the extent of preferences or relation, if any, of such

dividends to the dividends payable on any other class or classes of stock of this Corporation, or on any series of Preferred Stock or of any other class or classes of stock of this Corporation, and whether such dividends shall be cumulative or non-cumulative;

(3) the right, if any, of the holders of shares of the series to convert the same into, or exchange the same for, shares of any other class or classes of stock of this Corporation, or of any series of Preferred Stock of this Corporation, and the terms and conditions of such conversion or exchange;

(4) whether shares of the series shall be subject to redemption, and the redemption price or prices including, without limitation, a redemption price or prices payable in shares of the Common Stock and the time or times at which, and the terms and conditions upon which, shares of the series may be redeemed;

(5) the rights, if any, of the holders of shares of the series upon voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding upon of this Corporation;

(6) the terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series; and

(7) the voting powers, if any, of the holders of shares of the series which may, without limiting the generality of the foregoing, include (i) the right to more or less than one vote per share on any or all matters voted upon by the stockholders and (ii) the right to vote, as a series by itself or together with other series of Preferred Stock or together with all series of Preferred Stock as a class, upon such matters, under such circumstances and upon such conditions as the Board of Directors may fix, including, without limitation, the right, voting as a series by itself or together with other series of Preferred Stock or together with all series of Preferred Stock as a class, to elect one or more directors of this Corporation, or to elect a majority of the members of the Board, under such circumstances and upon such conditions as the Board may determine.

No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any presumptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder."

2. The date of the foregoing amendment's adoption is February 18, 2005.

3. The foregoing amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

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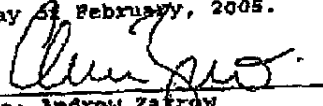
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Signed this 23rd day of February, 2005.

Signature:


Name: Andrew Zarow
Title: President