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Division of Corporations

Page 1 of 1

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BASIC AMENDMENT

NEXGEN TRAVEL DISTRIBUTION, INC.

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PAGE 001/001

Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 29, 2004

NEXGEN TRAVEL DISTRIBUTION, INC.
111 FAUBEL STREET
SARASOTA, FL 34242-1113

SUBJECT: NEXGEN TRAVEL DISTRIBUTION, INC.
REF: P04000139587

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown
Document Specialist

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H04000207767 3

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**ARTICLES OF AMENDMENT
OF
NEXGEN TRAVEL DISTRIBUTION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Nexgen Travel Distribution, Inc., a Florida corporation (the "Corporation"), are hereby amended by striking Article 3 in its entirety and by substituting in its place and stead the following:

3. Authorized Shares. The Corporation is authorized to issue a total of 30,000,000 shares of common stock having no par value per share. Of those 30,000,000 shares, the Corporation is authorized to issue 20,000,000 shares of Class A Voting common stock and 10,000,000 shares of Class B Non-Voting common stock. Except as otherwise provided in the Corporation's articles of incorporation, the rights, privileges, and preferences of the Class A Voting common stock and the Class B Non-Voting common stock shall be identical, except that all voting rights of common stock shall be vested in the shares of Class A Voting common stock, entitling each issued and outstanding share of Class A Voting common stock to one vote upon any matter upon which the shareholders are entitled to vote. The shares of Class B Non-Voting common stock shall have no voting rights or privileges.

The amendment was approved and adopted by written consent of the sole incorporator of the Corporation on October 7, 2004. No shares of the common stock of the Corporation have been issued, so shareholder action is required.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Amendment.


M. Lewis Hall, III

H04000207767 3