

11/23/2005 11:51 AM 94 WILLIAMS PARKER HARRISON

Division of Corporations

001/004

Page 1 of 1

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BASIC AMENDMENT

NEXGEN TRAVEL DISTRIBUTION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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

The Articles of Incorporation of Nexgen Travel Distribution, Inc., a Florida corporation, are hereby amended by striking paragraph 3 thereof in its entirety, and by substituting in its place the following:

3. Authorized Shares. The Corporation is authorized to issue the following number of shares of capital stock in the following classes:

- (a) The Corporation is authorized to issue 20,000,000 shares of Class A Voting Common stock.
- (b) The Corporation is authorized to issue 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 each share of Class A Voting Common Stock and 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 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.
- (c) The Corporation is authorized to issue a total of 10,000,000 shares of Class 1 Preferred Stock, par value of \$0.50 per share. Except as otherwise provided in the Corporation's Articles of Incorporation, the rights, privileges, and preferences of each share of Class 1 Preferred Stock shall be identical to each share of Class A Common Stock, except as follows:
 - (i) Rights Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the outstanding shares of Class 1 Preferred Stock shall be entitled to be paid \$0.50 for each such Share, plus the amount of any declared but unpaid current dividend, and no more, to the extent assets are available for distribution, before any assets of this corporation shall be payable to the holders of record of the Class A and Class B Common Shares. If insufficient funds are available to pay in full this distribution and the distribution to holders of shares of Class 2 Preferred Stock, the funds available (if any) shall be allocated between the two classes of Preferred Stock so that the per-share amount available for distribution is reduced in the same proportion for each such class of Preferred Stock.

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- (ii) Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Common stock.
 - (iii) Redemption. The corporation may at any time after December 31, 2008 call for redemption all or any part (prorated equally among the holders of shares of Class 1 Preferred Stock) of the Class 1 Preferred Stock, in which case the holders thereof, ninety days after notice of such call shall have been given, shall be entitled to be paid an amount equal to \$0.50 for each share of Class 1 Preferred Stock called for redemption, plus the amount of any declared but unpaid current dividends on each such share, and no more, and the shares called for redemption shall be cancelled.
 - (iv) Conversion. If a call for redemption of shares of Class 1 Preferred Stock is given, the holder of any share of Class 1 Preferred Stock shall have the right, by 30 days advance written notice given to the Corporation, to convert the share into a share of Class B Common Stock, upon tender to the Corporation of a certificate or certificates evidencing the share of Class 1 Preferred Stock, together with a request in writing for such conversion.
- (d) The Corporation is authorized to issue a total of 35,000,000 shares of Class 2 Preferred Stock, par value of \$0.15 per share. Except as otherwise provided in the Corporation's Articles of Incorporation, the rights, privileges, and preferences of each share of Class 2 Preferred Stock shall be identical to each share of Class A Common Stock, except as follows:
 - (i) Rights Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the outstanding shares of Class 2 Preferred Stock shall be entitled to be paid \$0.15 for each such Share, plus the amount of any declared but unpaid current dividend, and no more, to the extent assets are available for distribution, before any assets of this corporation shall be payable to the holders of record of the Class A and Class B Common Shares. If insufficient funds are available to pay in full this distribution and the distribution to holders of shares of Class 1 Preferred Stock, the funds available (if any) shall be allocated between the two classes of Preferred Stock so that the per-share amount available for distribution is reduced in the same proportion for each such class of Preferred Stock.
 - (ii) Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes

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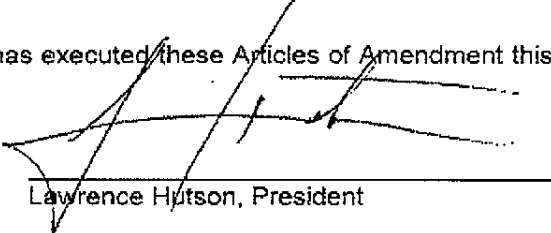
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shall be vested exclusively in the holders of shares of Class A Common stock.

- (iii) Redemption. The corporation may at any time after December 31, 2008 call for redemption all or any part (prorated equally among the holders of shares of Class 2 Preferred Stock) of the Class 2 Preferred Stock, in which case the holders thereof, ninety days after notice of such call shall have been given, shall be entitled to be paid an amount equal to for each \$0.15 share of Class 2 Preferred Stock called for redemption, plus the amount of any declared but unpaid current dividends on each such share, and no more, and the shares called for redemption shall be cancelled.
- (iv) Conversion. If a call for redemption of shares of Class 2 Preferred Stock is given, the holder of any share of Class 2 Preferred Stock shall have the right, by 30 days advance written notice given to the Corporation, to convert the share into a share of Class B Common Stock, upon tender to the Corporation of a certificate or certificates evidencing the share of Class 2 Preferred Stock, together with a request in writing for such conversion.

The amendment was approved and adopted by written consent of the holder of 100% of the issued and outstanding Shares of Class A Common Stock, and by the director of the Corporation, on NOV 23, 2005. The number of votes cast for the amendment by said shareholder was sufficient for approval.

1 IN WITNESS WHEREOF, the President has executed these Articles of Amendment this day of NOV 23 2005.


Lawrence Hutton, President

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(H05000271257 3)