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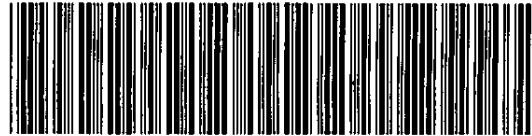
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TALLAHASSEE, FLORIDA

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Amended
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**MILLER
& MARTIN**
PLLC

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May 11, 2007

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section – Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Nexgen Travel Distribution, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of Articles of Amendment of Nexgen Travel Distribution, Inc. and our check in the amount of \$43.75 which represents your filing fee and the cost of a certified copy.

Please return the certified copy to me in the Federal Express envelope I have enclosed for your convenience.

If you have any questions, please feel free to contact me. I appreciate the opportunity to be of assistance to you.

Best regards,



Joyce Simoneau
Paralegal

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Enclosures

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01/08

07 MAY 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The Articles of Incorporation of Nexgen Travel Distribution, Inc., a Florida Corporation (the "Company"), are hereby amended as follows:

- A. The Name of the Company is: Nexgen Travel Distribution, Inc.
- B. Paragraph 3(b) of the Company's Articles of Incorporation is hereby amended by deleting the first sentence thereof in its entirety and replacing it with the following sentence:

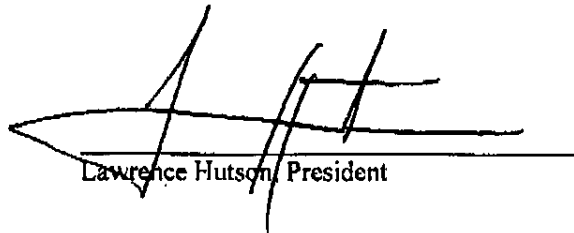
"The Corporation is authorized to issue 45,000,000 shares of Class B Non-Voting Common Stock."

- C. Paragraph 3(d) of the Company's Articles of Incorporation is hereby amended by deleting the first sentence thereof in its entirety and replacing it with the following sentence:

"The Corporation is authorized to issue 45,000,000 shares of Class 2 Preferred Stock, par value of \$0.15 per share."

The foregoing amendments were approved and adopted by the holder of 100% of the Company's Class A Voting Common Stock, on MAY 9, 2007. The number of votes cast for the amendment by said shareholder was unanimous and sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 9th day of MAY, 2007.



Lawrence Hutson, President