

P95000065839

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ITravel Partners, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
✓ ____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Q. COULLETTE SEP 11 2000

Signature _____

Requested by: _____

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ITRAVEL PARTNERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is ITRAVEL PARTNERS, INC.
2. The following amendments of the articles of incorporation were adopted by the board of directors and shareholders of the corporation on or before August 23, 2000, in the manner prescribed by the Florida General Corporation Act:

FIRST: Amendment adopted:

ARTICLE V

The total number of shares of all classes of stock which the corporation has authority to issue is 60,000 shares divided into 20,000 shares of Preferred Stock with a par value of One Dollar (\$1.00) per share (hereafter called the "Preferred Stock") and 40,000 shares of Common Stock having a par value of One Dollar (\$1.00) per share (hereafter referred to as the "Common Stock").

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The Board of Directors shall have authority to determine, among other things, with respect to each series of the new class of Preferred Stock that may be created and issued: (a) the distinctive designation of such series and the number of shares constituting such series, (b) the dividends, if any, payable on such series, whether any such dividends shall be cumulative and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of Preferred Stock, (c) whether the shares of such series can be redeemed by the Company and, if so, the redemption price and the terms and conditions of redemption, (d) the amount payable upon shares of such series, and the rights of the holders of such shares, in the event of any voluntary or involuntary liquidation, (e) retirement or sinking fund provisions, if any, for the redemption or purchase of shares, and (f) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of Preferred Stock or any other securities and, if so, the terms and conditions thereof.

2. All authorized and unissued shares of Preferred Stock can be issued by the Company without shareholder approval from time to time, on such terms and conditions as the Board of Directors may determine subject to the specific provisions of the these Articles of Incorporation and/or any amendments thereto.

3. Only the holders of shares of Common Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the Corporation (including the election of Directors). Both holders of Preferred and Common Stock shall be entitled to notice of stockholders' meetings. Each holder of Common Stock shall be entitled to one vote for each share thereof held. The holders of Preferred Stock shall not have voting rights except as required by law.

ITRAVEL PARTNERS, INC.


Thomas Runyon, President


P. Michael Villalobos/Secretary