



THE UNITED STATES
CORPORATION
COMPANY

P96000055185

ACCOUNT NO. : 072100000032

REFERENCE : 633105 4813368

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 35.00

ORDER DATE : March 21, 2000

ORDER TIME : 11:15 AM

ORDER NO. : 633105-005

6000003185086--4

CUSTOMER NO: 4813368

CUSTOMER: Scott Morris, Corp Paralegal
Shook Hardy & Bacon
1010 Grand Boulevard
Fifth Floor
Kansas City, MO 64106

DOMESTIC AMENDMENT FILING

NAME: TRAVELNOW.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

102250, 02673, 80548, 00672

FILED
00 MAR 27 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 27 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 27, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TRAVELNOW.COM INC.
Ref. Number: P96000055185

We have received your document for TRAVELNOW.COM INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 700A00016805

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TRAVELNOW.COM INC.

FILED
00 MAR 27 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRAVELNOW.COM INC., a Florida corporation (the "Company") does hereby certify as follows:

A. The Articles of Incorporation of the Company are hereby amended by deleting in its entirety the first full sentence of Article IV and replacing it with the following:

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 50,000,000 shares of common stock, \$.01 par value per share (the "Common Stock"), and 25,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

B. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

C. The amendment recited in Section A above has been duly adopted in accordance with the provisions of Section 607.1002 of Florida's 1989 Business Corporation Act, the Board of Directors having adopted a resolution setting forth such amendment on [March 21], 2000. The amendment was adopted by the Board of Director(s) and shareholder action was not required.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by Jeffrey A. Wasson, its Co-Chief Executive Officer and attested by J. Christopher Noble, its Secretary, this 21st day of March 2000.

Attest:

TRAVELNOW.COM INC.

By: 

Name: J. Christopher Noble

Title: Co-Chief Executive Officer and
Secretary and Director

By: 

Name: Jeffrey A. Wasson

Title: Co-Chief Executive Officer