

GOODMAN, GLAZER, GREENER & KREMER, P. C., OF MEMPHIS, TN., ATTORNEYS

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(1900-1981)

AVAILABLE BY APPOINTMENT
SUNTRUST BUILDING
MARGO ISLAND, FLORIDA
(ALL CORRESPONDENCE TO NAPLES)

P97000027439

June 19, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002568384--4
-06/22/98--01121--011
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of Marco Polo Travel.com, Inc.

To the Secretary:

Enclosed please find the original and one copy of an Amendment to the Articles of Incorporation of Marco Polo Travel.com, Inc. Also enclosed is a check made payable to the Secretary of State, in the amount of \$35.00, to cover the cost of filing the Amendment.

Please file the original and time-stamp and return the copy to me at the above Naples address.

Thank you for your time and attention to this matter.

Yours very truly,

Eugene Greener
Eugene Greener, Jr. /ds

EG/ds
Enclosures

cc: Ms. Linda Cohen

FILED
98 JUN 10 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TEL JUL 10



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1998

EUGENE GREENER, JR., ESQ.
GOODMAN, GLAZER, GREENER & KREMER
600 FIFTH AVENUE SOUTH, SUITE 203
NAPLES, FL 34102

SUBJECT: MARCO POLO TRAVEL.COM, INC.
Ref. Number: P97000027439

We have received your document for MARCO POLO TRAVEL.COM, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Profit corporations do not have members, the document must state the approval by the shareholders.

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

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00035803

AMENDMENT TO ARTICLES OF INCORPORATION

OF

MARCO POLO TRAVEL.COM, INC.

ARTICLE I - NAME

FILED
98 JUL 10 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

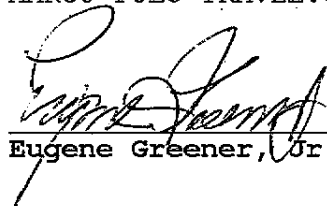
The name of the Corporation shall be Digital Travel.com, Inc.

The date of the adoption of the Amendment was June 18, 1998, and the Amendment was adopted by the shareholders and the number of votes cast for the Amendment was sufficient for approval.

All other articles shall remain the same.

Dated this 19th day of June, 1998.

MARCO POLO TRAVEL.COM, INC.



Eugene Greener, Jr., Secretary