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CORPORATION(S) NAME

Digital Travel.com, Inc.

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| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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CC
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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FILED
JUN 19 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
of
DIGITAL TRAVEL.COM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act (the "FBCA"), **DIGITAL TRAVEL.COM, INC.** (the "Corporation"), a corporation organized and existing under and by virtue of the FBCA, does hereby certify:

FIRST: That, the Board of Directors of the Corporation unanimously adopted a resolution dated June 14, 2000, setting forth a proposed amendment to the Articles of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that said amendment be presented to the stockholders of the Corporation for consideration by the stockholders. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Corporation's Articles of Incorporation be amended to increase the capital stock of the Corporation and that such amendment be effected by deleting Article III of the Corporation's Articles of Incorporation in its entirety and substituting in lieu thereof:

ARTICLE III

SHARES

A. Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is One Million Five Hundred Thirty-One Thousand One Hundred and Fifty-Two (1,531,152) of which, (i) One Million Five Hundred Thousand (1,500,000) shall be Common Stock, with a par value of \$0.01 per share, and (ii) Thirty-one Thousand One Hundred and Fifty-Two (31,152) shall be Series A Convertible Preferred Stock, with a par value of \$0.01 per share.

B. Preferred Stock. The respective rights, preferences, restrictions and other matters relating to the Series A Convertible Preferred Stock (the "Series A Preferred Stock"), the shares of which shall have a stated value of \$32.10 per share (the "Stated Value"), are as set forth below in this Article III.B. Unless otherwise defined, defined terms used herein shall have the meaning ascribed thereto in part 7 of this Article III.

Part 1. Dividends.

1A. When, as and if cash dividends, non cash dividends and all other distributions (other than a dividend payable in shares of Common Stock or a subdivision of the

outstanding shares of Common Stock by reclassification or otherwise) are declared and paid on the Common Stock, each holder of a share of a Series A Preferred Stock shall be entitled to receive a dividend or other distribution as if the shares of Series A Preferred Stock had been converted immediately prior to the record date for payment of such dividends or distributions at the conversion rate set forth herein.

1B. All dividends paid or any other distributions with respect to shares of Series A Preferred Stock pursuant to Section 1A hereof shall be paid *pro rata* to the holders entitled thereto.

Part 2. Liquidation Preference.

2A. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any payment or distribution and setting apart for payment or distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock, an amount per share of Series A Preferred Stock equal to Thirty Two Dollars and Ten Cents (\$32.10) (as adjusted for any stock splits, stock dividends, recapitalizations or the like with respect to the Series A Preferred Stock), plus any unpaid dividends on the Series A Preferred Stock declared prior to and including the date of such payment (the "Series A Liquidation Preference"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full amount of the Series A Liquidation Preference due them, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock ratably in proportion to the number of shares of Series A Preferred Stock held by them. For the purposes of this Section, the value of any non-cash assets of the Corporation shall be determined by the Board of Directors, with the consent of the Investor Director, or, if such consent is not obtained, by one or more arbitrators selected by the Board of Directors, with the consent of the Investor Director, and such arbitration shall be in compliance with the rules of the American Arbitration Association.

2B. Upon the completion of the distributions required by subsection 2A and any other distributions that may be required with respect to any series of Preferred Stock that may from time to time come into existence, any remaining assets or funds of the Corporation shall be distributed among the holders of Common Stock, on a per share basis.

2C. The Corporation will give written notice of any liquidation, dissolution or winding up (or any transaction which might reasonably be deemed to be a liquidation, dissolution or winding up pursuant to paragraph 2C) to each record holder of Series A Preferred Stock not less than twenty (20) days prior to the date stated therein for the distribution and payment of the amounts provided in this part 2. Each holder of Series A Preferred Stock may convert all or any portion of the Series A Preferred Stock held by such holder into Common Stock pursuant to part 3 at any time on or prior to the date fixed in such notice for distribution

and payment or the date of a merger, consolidation or sale of assets deemed to be a liquidation, dissolution or winding up of the Corporation as described in paragraph 2C.

Part 3. Voting Rights.

3A. Each holder of shares of Series A Preferred Stock shall be entitled to vote on all matters to come before the shareholders of the Corporation and shall be entitled to the number of votes equal to the largest number of full shares of Common Stock into which all shares of Series A Preferred Stock held of record by such holder could then be converted pursuant to part 4 at the record date for the determination of the stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is first executed. Except as otherwise expressly provided herein, or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as a separate class on all matters to come before the stockholders of the Corporation.

3B So long as at least Fifteen Thousand Five Hundred (15,500) shares of the Series A Preferred Stock remain outstanding, the holders of Series A Preferred Stock shall have, in addition to the other voting rights set forth herein, the exclusive right, voting separately as a single class, to elect one (1) director of the Corporation (the "Investor Director"), at each meeting of stockholders held for the purpose of electing directors. So long as holders of the Series A Preferred Stock have the right to elect the Preferred Director, (i) holders of in excess of 50% of the issued and outstanding shares of Series A Preferred Stock may, by executing a consent in writing, remove the Preferred Director; and (ii) any vacancies created by the removal, resignation or death of the Preferred Director may be filled by the written consent of holders of more than 50% of the issued and outstanding shares of Series A Preferred Stock.

3C. So long as at least Fifteen Thousand Five Hundred (15,500) shares of Series A Preferred Stock remain outstanding, without the affirmative vote of the holders of at least 66-2/3% of the outstanding Series A Preferred Stock voting together as a single class, the Corporation shall not:

(i) effect any sale, lease, assignment, transfer or other conveyance of all or substantially all of the assets of the Corporation or any Subsidiary, or any consolidation or merger involving the Corporation or any reclassification or other change of any stock, or any recapitalization, or any dissolution, liquidation or winding up of the Corporation or, unless the obligations of the Corporation under an agreement are expressly conditional upon the requisite approval of the holders of the Series A Preferred Stock as provided for herein, make any agreement or become obligated to do so;

(ii) purchase, redeem or otherwise acquire for value (or pay into or set aside as a sinking fund for such purpose) any of the Common Stock, provided that this provision shall not apply to the purchase of shares of Common Stock from directors, officers, employees or consultants of or advisers to the Corporation or any Subsidiary pursuant to agreements under which the Corporation has the option to repurchase such

shares upon the occurrence of certain events, including the termination of employment by or service to the Corporation or any Subsidiary;

(iii) increase or decrease (other than by a conversion effected under part 4 hereof of the Series A Preferred Stock) the total number of authorized shares of Preferred Stock; or

(iv) authorize or issue, or obligate itself to issue, any other Equity Security, ranking senior to the Series A Preferred Stock as to dividend or redemption rights, liquidation preferences, conversion rights, voting rights or otherwise.

3D. Any action required or permitted to be taken by the holders of Series A Preferred Stock at any meeting of the holders of Series A Preferred Stock may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of in excess of 50% of the issued and outstanding shares of Series A Preferred Stock.

Part 4. Conversion Rights.

4A. Each share of Series A Preferred Stock may be converted at the option of the holder, at any time into the number of fully paid, non-assessable shares of Common Stock obtained by dividing the Stated Value by the Conversion Price (as defined in Section 4B below) in effect on the date of conversion (the "Conversion Date"), in accordance with and subject to the terms and conditions of this Section 4. A holder of shares of Series A Preferred Stock shall have the right to convert all or any portion of such shares pursuant to this Section at any time and from time to time.

4B. The "Conversion Price" shall initially equal \$32.10, provided, however, that such Conversion Price shall be adjusted and readjusted from time to time as provided in this Section 4 and, as so adjusted and readjusted, shall remain in effect until a further adjustment or readjustment thereof is required by this Section 4.

4C. Upon surrender to the Corporation at the office of the transfer agent or such other place or places, if any, as the Board of Directors may determine, of certificates duly endorsed to the Corporation or in blank for shares of Series A Preferred Stock to be converted together with appropriate evidence of the payment of any transfer or similar tax, if required, and written instructions to the Corporation requesting conversion of such shares and specifying the name and address of the person, corporation, firm or other entity to whom shares of Common Stock are to be issued upon conversion thereof, the Corporation shall issue the number of full shares of Common Stock rounded down to the nearest whole number issuable upon conversion thereof as of the time of such surrender and as promptly as practicable thereafter will deliver or cause to be delivered certificates for such shares of Common Stock. Upon surrender of a certificate representing shares of Series A Preferred Stock to be converted in part, in addition to the foregoing, the Corporation shall also issue to such holder a new certificate representing any unconverted shares of Series A Preferred Stock represented by the certificate surrendered for conversion.

4D. No fractional shares of Common Stock shall be issued pursuant to this Section 4 and the number of shares of Common Stock shall be rounded down to the nearest whole number of shares; provided, however, that any such fractional shares to which a holder of Series A Preferred Stock would otherwise be entitled shall be aggregated with any fractional shares otherwise issuable in connection with any subsequent conversion by such holder of shares of Series A Preferred Stock and each time such fractional share shall equal one full share, such full share shall be issued to the holder entitled thereto.

4E. The Corporation shall pay all documentary, stamp, or similar issue or transfer tax due upon conversion of Series A Preferred Stock.

4F. The Conversion Price shall be subject to adjustment as follows:

(i) In case the Corporation shall (i) pay or make a dividend or other distribution on the outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify the outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify the outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect at the opening of business on the day following the date fixed for the determination of stockholders entitled to receive such dividend or other distribution or subject to such subdivision, combination or reclassification shall be adjusted by multiplying such Conversion Price by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and of which the denominator shall be the sum of such number of shares outstanding immediately after the event described in clause (i), (ii) or (iii) of this Section 4F, such adjustment to the Conversion Price to become effective immediately after the opening of business on the day following the date fixed for such determination.

(ii) In case the Corporation shall issue rights, options or warrants to all holders of Common Stock entitling them to subscribe for or purchase shares of Common Stock at a price per share less than the Conversion Price in effect immediately prior to the date fixed for the determination of stockholders entitled to receive such rights, options or warrants (the "Pre-Determination Conversion Price"), the Conversion Price in effect at the opening of business on the day following the date fixed for such determination shall be reduced by multiplying the Pre-Determination Conversion Price by a fraction of which the numerator shall be the number of shares of Common Stock (as defined herein) outstanding at the close of business on the date fixed for such determination plus the number of shares of Common Stock which the aggregate offering price of the total number of shares of Common Stock so offered for subscription would purchase at the Pre-Determination Conversion Price, and of which the denominator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination plus

the number of shares of Common Stock so offered for subscription or purchase, such reduction of the Conversion Price to become effective immediately after the opening of business on the day following the date fixed for such determination.

(iii) In case the Corporation shall, by dividend or otherwise, distribute to all holders of Common Stock (i) shares of capital stock of any class other than Common Stock, (ii) evidences of its indebtedness or (iii) assets (excluding any rights, options or warrants referred to in paragraph (ii) of this Section 4F, any cash dividend or distribution lawfully paid under the laws of the state of incorporation of the Corporation, and any dividend or distribution referred to in paragraph (i) of this Section 4F), the Conversion Price shall be adjusted so that the same shall equal the price determined by multiplying the Conversion Price in effect immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such distribution (the "Pre-Determination Conversion Price") by a fraction of which the numerator shall be the Pre-Determination Conversion Price less the fair market value (as determined by the Board of Directors of the Corporation) of the portion of the shares of capital stock or evidences of indebtedness or assets so distributed applicable to one share of Common Stock, and of which the denominator shall be the Pre-Determination Conversion Price, such adjustment to become effective immediately prior to the opening of business on the day following the date fixed for the determination of stockholders entitled to receive such distribution.

(iv) In case the Corporation shall issue any securities convertible into or exchangeable for Common Stock (other than securities issued in transactions described in paragraph (ii) or (iii) of this Section 4F), for a consideration per share of Common Stock less than the Conversion Price immediately prior to the date of issuance of such securities (the "Pre-Issuance Conversion Price"), the Conversion Price shall be adjusted immediately thereafter so that it shall equal the price determined by multiplying the Pre-Issuance Conversion Price by a fraction, of which the numerator shall be the number of shares of Common Stock outstanding immediately prior to the issuance of such securities plus the number of shares of Common Stock which the aggregate consideration received for such securities would purchase at the Pre-Issuance Conversion Price, and of which the denominator shall be the number of shares of Common Stock outstanding immediately prior to such issuance plus the maximum number of shares of Common Stock deliverable upon conversion of or in exchange for such securities at the initial conversion or exchange price or rate. Upon the termination of the right to convert or exchange such securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustments made upon the issuance of such convertible or exchangeable securities been made upon the basis of the delivery of only the number of shares of Common Stock actually delivered upon conversion or exchange of such securities and upon the basis of the consideration actually received by the Corporation for such securities.

(v) In case of any reclassification of the Common Stock (including any reclassification upon a consolidation or merger in which the Corporation is the continuing or surviving corporation) into securities other than Common Stock, the Series A Preferred Stock shall thereafter be convertible into the kind and amount of shares of such securities receivable upon such reclassification by a holder of the number of shares of Common Stock into which the Series A Preferred Stock would be convertible immediately prior to such reclassification.

(vi) In case the Corporation shall issue shares of Common Stock for a consideration per share less than the Conversion Price immediately prior to the date on which the Corporation fixes the offering price of such additional shares (the "Pre-Offering Conversion Price"), the Conversion Price shall be adjusted immediately thereafter so that it shall equal the price determined by multiplying the Pre-Offering Conversion Price by a fraction, of which the numerator shall be the total number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares plus the number of shares of Common Stock which the aggregate consideration received for the issuance of such additional shares would purchase at the Pre-Offering Conversion Price, and of which the denominator shall be the number of shares of Common Stock outstanding immediately after the issuance of such additional shares. There shall be no adjustment, however, pursuant to this paragraph (vi) with respect to any shares of Common Stock issued (x) in any of the transactions described in paragraph (ii) of this Section 4F where there has been an adjustment in respect thereto; (y) upon conversion or exchange of securities convertible into or exchangeable for Common Stock where there has been an adjustment; or (z) upon the exercise of any stock option granted by the Company (provided that, if applicable, any adjustment required pursuant to paragraph (iii) of this Section 4F upon the grant of such option has been made).

4G. Anything herein to the contrary notwithstanding, no adjustment will be made to the Conversion Price by reason of the issuance of Common Stock upon the conversion of Series A Preferred Stock.

4H. No adjustment in the Conversion Price need be made unless the adjustment pursuant to Section 4F hereof would require an increase or decrease of at least 1% in the Conversion Price; provided, however, that any adjustments which by reason of this paragraph are not required to be made shall be carried forward and taken into account in any subsequent adjustment required to be made hereunder, and, in any event, shall be made no later than the third anniversary of the date the adjustment pursuant to Section 4F hereof would have been made if it would have required an increase or decrease of at least 1% in the Conversion Price. All adjustments to the Conversion Price shall be made to the nearest one-one thousandth of a dollar.

4I. No adjustment need be made for a change in the par value of the Common Stock.

4J. Whenever the Conversion Price is adjusted, the Corporation shall promptly mail to holders of Series A Preferred Stock a notice of adjustment briefly stating the facts requiring the adjustment and the manner of computing such adjustment.

4K. In case of any consolidation or merger of the Corporation with any other entity, or in case of any sale or transfer of all or substantially all of the assets of the Corporation, or in the case of any share exchange pursuant to which all of the outstanding shares of Common Stock are converted into other securities or property, the Corporation shall make appropriate provision or cause appropriate provision to be made so that the holder of each share of Series A Preferred Stock then outstanding shall have the right thereafter to convert such share of Series A Preferred Stock into the kind and amount of shares of stock and other securities and property receivable upon such consolidation, merger, sale, transfer or share exchange by a holder of the number of shares of Common Stock into which such share of Series A Preferred Stock might have been converted immediately prior to the effective date of such consolidation, merger, sale, transfer or share exchange; provided, however, that if a purchase, tender or exchange offer shall have been made to and accepted by the holders of more than 50% of the outstanding shares of Common Stock, and if a holder of shares of Series A Preferred Stock so designates in a notice given to the Corporation on or before the date immediately preceding the date of the consummation of such transaction, the holder of such Series A Preferred Stock shall be entitled to receive the highest amount of securities, cash or other property to which such holder would actually have been entitled as a holder of Common Stock if the holder of Series A Preferred Stock had converted shares of Series A Preferred Stock into Common Stock prior to the expiration of such purchase, tender or exchange offer and accepted such offer, subject to adjustments (from and after the consummation of such purchase, tender or exchange offer) as nearly equivalent as possible to the adjustments provided for in this Section 4. If in connection with any such consolidation, merger, sale, transfer or share exchange, each holder of shares of Common Stock is entitled to elect to receive either securities, cash or other assets upon completion of such transaction, the Corporation shall provide or cause to be provided to each holder of Series A Preferred Stock the right to elect to receive the securities, cash or other assets into which Series A Preferred Stock held by such holder shall be convertible after completion of any such transaction on the same terms and subject to the same conditions applicable to holders of the Common Stock (including, without limitation, notice of the right to elect, limitations on the period in which such election shall be made and the effect of failing to exercise the election). The Corporation shall not effect any such transaction unless the provisions of this paragraph have been fulfilled. The above provisions shall similarly apply to successive consolidations, mergers, sales, transfers or share exchanges.

4L. In case any other stock (other than Common Stock but including, without limitation, any class or series of Preferred Stock) or other securities of any other entity (corporate or otherwise) or the Corporation ("Other Securities") shall be issued or sold or shall become subject to issue or sale upon the conversion or exchange of any stock (or Other Securities) of the Corporation or to subscription, purchase or other acquisition for a

consideration such as to dilute, on a basis consistent with the standards established in the other provisions of this Section 4, the conversion rights of the Series A Preferred Stock, then, and in each such case, the computations, adjustments and readjustments provided for in this Section 4 with respect to the Conversion Price shall be made as nearly as possible in the manner so provided and applied to determine the amount of Other Securities from time to time receivable upon the conversion of shares of Series A Preferred Stock, so as to protect the holders of Series A Preferred Stock against the effect of such dilution.

4M. All of the outstanding shares of Series A Preferred Stock shall be converted into Common Stock as provided in this part 4 without any further action on the part of the Corporation or any holder of Series A Preferred Stock upon the closing and funding of a Qualified Public Offering.

Part 5. Registration of Transfer.

The Corporation will keep at its principal office a register for the registration of shares of Series A Preferred Stock. Upon the surrender of any certificate representing shares of Series A Preferred Stock at such place, the Corporation will, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of Series A Preferred Stock represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of Series A Preferred Stock as was represented by the surrendered certificate and will be substantially identical in form to the surrendered certificate, and, with respect to the Series A Preferred Stock, dividends may be declared on the shares represented by such new certificate from the date to which dividends have been fully paid on such shares of Series A Preferred Stock represented by the surrendered certificate.

Part 6. Replacement.

Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation or, in the case of any mutilation, upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Series A Preferred Stock represented by such lost, stolen, destroyed or mutilated certificate, and, with respect to the Series A Preferred Stock, dividends may be declared on the shares represented by such new certificate from the date to which dividends have been fully paid on such lost, stolen, destroyed or mutilated certificate.

Part 7. Definitions.

"Approved Plan" means any written stock option, stock purchase or similar incentive plan approved by a majority of the Board of Directors, with the Investor Director concurring.

"Board of Directors" means the board of directors of the Corporation.

"Business Day" means any day other than a Saturday, a Sunday or any day that national banks in New York are required or authorized to close.

"Equity Security" means any stock or similar security, including without limitation, securities containing equity features and securities containing profit participation features, or any security convertible or exchangeable, with or without consideration, into or for any stock or similar security, or any security carrying any warrant or right to subscribe for or purchase any stock or similar security, or any such warrant or right.

"Fair Market Value" means the fair market value as determined by a majority of the Board of Directors, with the Investor Director concurring.

"Investor Director" means any director designated by the holders of Series A Preferred Stock.

"Options" means any rights or options to subscribe for or to purchase Common Stock or other Equity Securities.

"Person" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Purchase Agreement" means the Series A Preferred Stock Purchase Agreement dated as of June 13, 2000, by and between the Corporation and the purchaser of Series A Preferred Stock as such agreement may from time to time be amended in accordance with its terms.

"Qualified Public Offering" means a firm commitment underwritten offering by the Corporation of shares of Common Stock to the public pursuant to an effective registration statement under the Securities Act of 1933, as amended, or any comparable statement under any similar federal statute then in force, in which (x) the aggregate cash proceeds to be received by the Corporation and selling shareholders from such offering (without deducting underwriting discounts, expenses and commissions) are at least \$25,000,000, and (y) the price per share paid by the public for such shares equals at least \$5.00 (as adjusted for any stock splits, stock dividends, recapitalizations or the like with respect to the Common Stock).

"Subsidiary" means any corporation more than 50% of the outstanding voting securities of which are owned by the Corporation or any Subsidiary, directly or indirectly, or a partnership or limited liability company in which the Corporation or any Subsidiary is a general partner or manager or holds interests entitling it to receive more than 50% of the profits or losses of the partnership or limited liability company.

Part 8. Amendment and Waiver.

No amendment, modification or waiver of the designations of the Series A Preferred Stock which would change (a) the rate at which or the manner in which dividends on the shares of the Series A Preferred Stock are declared or the times at which such dividends become payable, (b) the Series A Liquidation Preference or the participation by the holders of shares of Series A Preferred Stock in payments or distributions of any assets or surplus funds of the Corporation upon the liquidation, dissolution or winding up of the Corporation, (c) the amount payable on redemption of the shares of Series A Preferred Stock or the times at which redemption of shares of Series A Preferred Stock is to occur, (d) the Series A Conversion Price, or (e) the percentage required to approve any change described in this part 9, will be binding or effective without the affirmative vote of the holders of at least 66-2/3% of the shares of Series A Preferred Stock then outstanding, voting separately as a class; and no change in the terms of this part 9 may be accomplished by merger or consolidation of the Corporation with another corporation unless the Corporation has obtained the prior approval of the holders of at least 66-2/3% of the shares of Series A Preferred Stock then outstanding, voting separately as a class.

Part 9. Notices.

Except as otherwise expressly provided herein, all notices referred to herein shall be in writing and shall be delivered in the manner specified in the Purchase Agreement.

C. Common Stock. The Common Stock shall be subject to the prior and superior rights of the Preferred Stock and of any series thereof. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote of each share of such stock upon matters presented to the shareholders. No dividends (other than those payable solely in shares of Common Stock of the Corporation) shall be paid on or declared and set apart for any Common Stock of the Corporation so long as any shares of Series A Preferred Stock are outstanding.

SECOND: That except as expressly provided herein, all of the terms and provisions of the Articles of Incorporation, as amended, shall remain in full force and effect and are hereby ratified and confirmed in all respects.

THIRD: That the foregoing resolution has been adopted by the unanimous written consent dated June 14, 2000, of the holders of record of all the outstanding stock of the Corporation entitled to vote thereon.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Amendment to the Certificate of Incorporation has been executed by the Undersigned thereunto duly authorized this 13th day of June, 2000.

359155.3

DIGITAL TRAVEL.COM, INC.

By: Linda Cohen
Name: LINDA COHEN
Its: PRESIDENT