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7/31/00

FILED  
00 JUL 31 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOTEL DISCOUNTS NETWORK CORP.**

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of HOTEL DISCOUNTS NETWORK CORP.

**Section 1 – Name and Background**

Hotel Discounts Network Corp. is a corporation organized and existing under the Florida Business Corporation Act, under document number P99000079563, filed in the office of the Secretary of State on September 8, 1999.

**Section 2 – Certification**

Pursuant to Section 607.1007(4), *Florida Statutes*, Hotel Discounts Network Corp. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated July 27, 2000, the Board of Directors recommended, and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of Hotel Discounts Network Corp.:

**ARTICLE I - NAME**

The name of the corporation shall be Hotel Discounts Network Corp.

**ARTICLE II - DURATION**

The corporation shall exist perpetually.

### **ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

### **ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 10,000,000 shares of common stock, no par value.

### **ARTICLE V - REGISTERED OFFICE AND AGENT, AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100  
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

201 Hilda Street, Suite 38  
Kissimmee, Florida 34341

### **ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS**

A. The corporation shall have no more than nine (9) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Adrian Coppieters	201 Hilda Street, Suite 38 Kissimmee, Florida 34341	President/ Director
Rosana F. Teixeira	201 Hilda Street, Suite 38 Kissimmee, Florida 34341	Secretary/Treasurer/ Director
Antonio Teixeira	201 Hilda Street, Suite 38 Kissimmee, Florida 34341	Director
Andrea Coppieters	201 Hilda Street, Suite 38 Kissimmee, Florida 34341	Director
Jeffrey M. Koltun	557 North Wymore Road, Suite 100 Maitland, Florida 32751	Director

#### **ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE VIII – NO PRE-EMPTIVE RIGHTS**

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

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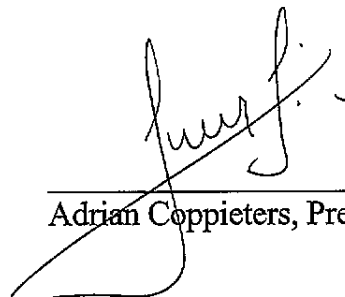
**ARTICLE X - AMENDMENT**

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

**Section 3 – Effective Date of Amendment**

The effective date of the Amended and Restated Articles of Incorporation of Hotel Discounts Network Corp. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated July 27, 2000.

  
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Adrian Coppieters, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Hotel Discounts Network Corp.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED July 27, 2000.

  
Jeffrey M. Koltun

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED July 27, 2000.

  
Jeffrey M. Koltun