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KANE AND KOLTUN  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
557 NORTH WYMORE ROAD  
SUITE 100  
MAITLAND, FLORIDA 32751  
E-MAIL: lawoffices@kaneandkoltun.com

FILED

01 MAY -7 AM 10:06

TELEPHONE  
(407) 661-1177

TELEFAX  
(407) 660-6031

STEVEN H. KANE\*  
JEFFREY M. KOLTUN\*\*  
SUSAN VARKEY

\*L.L.M. in Taxation  
Florida Board Certified in  
Wills, Estates and Trusts

\*\*Also admitted in Ohio  
and Kentucky

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 3, 2001

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

2000004138982--4  
05/07/01--01082--029  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of Incorporation of  
Hotel Discounts Network Corp.  
Effective Date: May 3, 2001

Dear Sir or Madam:

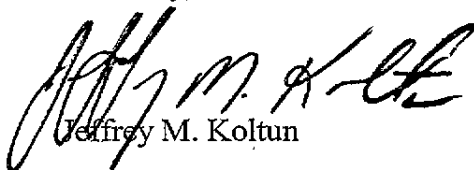
In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. A signed original and one copy of the of Articles of Amendment to Articles of Incorporation of Hotel Discounts Network Corp.
2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,

  
Jeffrey M. Koltun

*Amend*  
*5-15-01*  
*PKS*

JMK:ki  
Enclosures  
cc: Mr. Adrian Coppieters

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HOTEL DISCOUNTS NETWORK CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the *Florida Statutes*, Hotel Discounts Network Corp., a corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is Hotel Discounts Network Corp. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolutions amending the Articles of Incorporation by written consent dated May 3, 2001, in accordance with the provisions of Section 607.0821 of the *Florida Statutes*, and the majority of the Shareholders of the Corporation cast a sufficient number of votes necessary to approve the resolution amending the Articles of Incorporation by written consent dated May 3, 2001, in accordance with the provisions of Section 607.0704 of the *Florida Statutes*:

**RESOLVED**, that Article IV of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The corporation is authorized to issue 50,000,000 shares of common stock, no par value."

Section 3 - Effective Date of Amendment

The effective date of this Amendment to the Articles of Incorporation of Hotel Discounts Network Corp. set forth herein shall be May 3, 2001.

Dated this 3<sup>rd</sup> day of May, 2001.

Hotel Discounts Network Corp.

By: \_\_\_\_\_

Adrian Coppieters, President