

P99000079563

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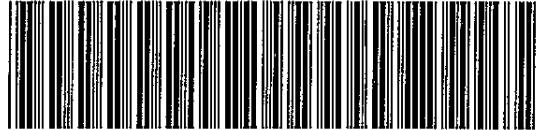
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Amendment

12/2/02

DC

KEVIN J. HUBBART & ASSOCIATES
Business Attorneys Working With Businesses and Entrepreneurs

October 28, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hotel Distribution Network Corp.
DOCUMENT NUMBER: P99000079563

To The Amendment Section:

Enclosed, please find a Statement of Change of Registered Agent and Articles of Amendment for the above Florida corporation, along with two checks for \$35.00 as filing fees for the documents. Please file these as soon as possible.

Please return all correspondence concerning this matter to the following:

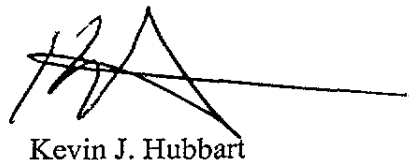
Kevin J. Hubbard, P.A.
420 Park Place
Suite 100
Clearwater, Florida 33759

For further information concerning this matter, please call:

Kevin J. Hubbard, P.A.
727-723-3861 x321

Finally, please note that the Sunbiz listing for Adrian Coppieters should indicate he is the corporate secretary and the chairman of the board of directors (S/C). I would appreciate if you could make this change in the database. Please do not hesitate to contact me with any questions.

Sincerely,



Kevin J. Hubbard

Enc. State of Change of Registered Agent
Articles of Amendment
Checks (2)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOTEL DISTRIBUTION NETWORK CORP.**

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Pursuant to the provisions of Section 607.1006 of the *Florida Statutes*, Hotel Distribution 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 Distribution Network Corp. (hereinafter referred to as the "Corporation").

Section 7 - 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 October 23, 2002, 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 October 23, 2002, 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 200,000,000 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 Distribution Network Corp. set forth herein shall be October 23, 2002.

Dated this 23rd day of October, 2002

Hotel Distribution Network Corp.

By: 
George Demakos, its President