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HODGSON, RUSS

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BASIC AMENDMENT

HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

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Amendment

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HODGSON RUSS

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**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR^{LLP}**
ATTORNEYS AT LAW

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August 13, 1999

VIA FACSIMILE NO. (850) 922-4000

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir/Madam:

Re: **ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF
HOSPITALITY SOLUTIONS INTERNATIONAL, INC.**
Document No.: V43320

Attached are the Articles of Amendment of the Articles of Incorporation of
HOSPITALITY SOLUTIONS INTERNATIONAL, INC. hereby submitted for electronic filing.

Please charge our account accordingly and forward a filing receipt to the
undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

By:


Linda Kinloch
Secretary

Attachment

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2000 Glades Road
Suite 400
Boca Raton, FL 33431-8599
561-394-0500 BOCA RATON
561-736-2177 PALM BEACH
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*RESIDENT IN NEW YORK
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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Brian Holland, being the Senior Vice-President and Chief Financial Officer of Hospitality Solutions International, Inc. (the "Corporation"), does hereby certify:

1. The name of the Corporation is Hospitality Solutions International, Inc.
2. The first sentence of the first paragraph of Article IV of the Articles of Incorporation, which provides that the aggregate number of shares which the Corporation shall have the authority to issue is 27,500,000 shares, consisting of 22,500,000 shares of common stock, \$.000000333 par value per share and 5,000,000 shares of preferred stock, \$.01 par value per share, is hereby amended to (a) increase the number of authorized shares of common stock to 50,000,000 shares and (b) increase the number of authorized shares of preferred stock to 15,000,000 shares. To effect such amendment the first sentence of the first paragraph of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

THIS INSTRUMENT PREPARED BY:
Elana K. Scoler, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431; (561) 394-0500
Florida Bar No. 0135320

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**"ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation has the authority to issue is 65,000,000 shares, which shall consist of 50,000,000 shares of common stock, \$.000000333 par value per share ("Common Stock"), and 15,000,000 shares of preferred stock, \$.01 par value per share ("Preferred Stock")."

3. Section 1 of Article IV of the Articles of Incorporation, which provides that 1,388,889 shares of the authorized shares of \$.01 par value Preferred Stock be designated Series B Convertible Preferred Stock, is hereby amended to increase the authorized shares of Series B Convertible Preferred Stock to 4,203,239 shares. To effect such amendment Section 1 of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"Section 1. Series A Convertible Preferred Stock and Series B Convertible Preferred Stock. 3,573,644 shares of the authorized shares of \$.01 par value Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Shares") and 4,203,239 shares of the authorized shares of \$.01 par value Preferred Stock of the Corporation are hereby designated "Series B Convertible Preferred Stock" (the "Series B Preferred Shares") (such Series A Preferred Shares and Series B Preferred Shares, collectively, the "Preferred Stock") with the following powers, preferences and rights, and the qualifications, limitations and restrictions thereon:"

4. The foregoing amendments of the Articles of Incorporation were authorized by the unanimous vote of the directors present at a meeting of the Board of Directors duly held on August 12, 1999 followed by the written consent on August 12, 1999 of the majority holders of all of the outstanding shares of the Corporation entitled to vote thereon. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.


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Amendment of Articles of Incorporation this 12th day of August, 1999.



Brian Holland,
Senior Vice-President and
Chief Financial Officer

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