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AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pizito

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00 APR 27 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 27, 2000

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CUSTOMER NO: 4802598

CUSTOMER: Frank E. Dietrick, Paralegal
Dilworth, Paxson LLP
3200 Mellon Bank Cntr.
1735 Market Street
Philadelphia, PA 19103

Amended

DOMESTIC AMENDMENT FILING

NAME: HOSPITALITY SOLUTIONS
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 APR 27 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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4/27/00

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Eric L. Blum, being the Chairman of the Board and Chief Executive Officer of Hospitality Solutions International, Inc., a Florida corporation (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 is hereby amended and restated in its entirety as follows:

"ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation is authorized to issue is 65,000,000 shares, which shall consist of 65,000,000 shares, which shall consist of 50,000,000 shares of common stock, par value \$0.000001332 per share ("Common Stock"), and 15,000,000 shares of preferred stock, par value \$0.04 per share ("Preferred Stock")."

3. 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. 893,412 shares of the authorized shares of \$0.04 par value Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" (the "Series A Preferred Shares") and 1,050,810 shares of the authorized shares of \$0.04 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 first paragraph of Section 4 of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"Section 4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock shall be entitled, before any distribution or payment is made upon any stock ranking on liquidation junior to the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, to be paid an amount equal to the greater of (i) in the case of Series A Convertible Preferred Stock, \$3.4897712 per share (the "Series A Per Share Amount") and (ii) in the case of Series B Convertible Preferred Stock, \$5.7599992 per share (the "Series B Per Share Amount") (a) plus, in the case of each share, an amount equal to an accruing annual dividend of ten percent (10%) per share of the Series A Per Share Amount and the Series B Per Share Amount (calculated on a pro rata basis for any partial year), and (b) less all dividends previously declared and paid thereon, or (iii) such amount per share as would have been payable had each such share been converted to Common Stock pursuant to Paragraph 6 immediately prior to such liquidation, dissolution or winding up, and the holders of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock shall not be entitled to any further payment. The amount payable with respect to one share of Preferred Stock shall be sometimes referred to as the "Liquidation Payment" and with respect to all shares of Preferred Stock shall be sometimes referred to as the "Liquidation Payments."

5. Paragraph A of Section 6 of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"A. Right to Convert. Subject to the terms and conditions of this Paragraph 6, the holder of any share or shares of Preferred Stock shall have the right, at its option at any time, to convert any such shares of Preferred Stock (except that upon any liquidation of the Corporation the

right of conversion shall terminate at the close of business on the business day fixed for payment of the amount distributable on the Preferred Stock) into such number of fully paid and nonassessable shares of Common Stock as is obtained (i), in the case of the Series A Convertible Preferred Stock, by (a) multiplying the number of shares of Series A Convertible Preferred Stock so to be converted by \$3.4897712 and (b) dividing the result by the conversion price of \$3.4897712 per share or, in case an adjustment of such price has taken place pursuant to the further provisions of this Paragraph 6, then by the conversion price as last adjusted and in effect at the date any share or shares of Series A Convertible Preferred Stock are surrendered for conversion or (ii), in the case of the Series B Convertible Preferred Stock, by (a) multiplying the number of shares of Series B Convertible Preferred Stock so to be converted by \$5.7599992 and (b) dividing the result by the conversion price of \$5.7599992 per share or, in case an adjustment of such price has taken place pursuant to the further provisions of this Paragraph 6, then by the conversion price as last adjusted and in effect at the date any share or shares of Series B Convertible Preferred Stock are surrendered for conversion. The conversion price, or such price as last adjusted and in effect at the date of conversion, for the Series A Convertible Preferred Stock or Series B Convertible Preferred Stock shall be referred to as its respective, applicable "Conversion Price." Such rights of conversion shall be exercised by the holder thereof by giving written notice that the holder elects to convert a stated number of shares of Preferred Stock into Common Stock and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of the Preferred Stock) at any time during its usual business hours on the date set forth in such notice, together with a statement of the name or names (with address) in which the certificate or certificates for shares of Common Stock shall be issued."

6. Paragraph E of Section 6 of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"E. Certain Issues of Common Stock Excepted.
Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment

of the applicable Conversion Price in the case of issuance from and after the date of filing of the Amended and Restated Articles of Incorporation of (i) up to an aggregate of 4,922,773 shares of Common Stock (which translates into 1,230,693 shares of Common Stock as a result of the four-to-one reverse stock split effectuated on March 6, 2000) (appropriately adjusted to reflect the occurrence of any event described in Subparagraph 6F) issued to, or shares of Common Stock issued upon the exercise of any option, right or warrant issued to, directors, officers or employees of, or consultants to, the Corporation in connection with their service as directors of the Corporation, their employment by the Corporation or their retention as consultants by the Corporation, pursuant to any stock option or stock purchase plan that has been approved by the shareholders, plus such number of shares of Common Stock which are repurchased by the Corporation from such persons after such date pursuant to contractual rights held by the Corporation and at repurchase prices not exceeding the respective original purchase prices paid by such persons to the Corporation therefor, and (ii) 5,467,345 shares of Common Stock (which translates into 1,366,836 shares of Common Stock as a result of the four-to-one reverse stock split effectuated on March 6, 2000) issued pursuant to that certain Agreement and Plan of Merger dated January 22, 1999 by and among the Corporation, HSI Acquisition, LLC, Global Resources, Inc., INSI Corporation, and various other third parties.”

7. Paragraph N of Section 6 of Article IV of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

“N. Definition of Common Stock. As used in this Paragraph 6, the term “Common Stock” shall mean and include the Corporation’s authorized Common Stock, \$0.000001332 par value per share, as constituted on the date of filing of these Amended and Restated Articles of Incorporation, and shall also include any capital stock of any class of the Corporation thereafter authorized which shall not be limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation; provided that the shares of Common Stock receivable upon conversion of shares of Preferred Stock shall include only shares designated as Common Stock of

the Corporation on the date of filing of this instrument, or in case of any reorganization or reclassification of the outstanding shares thereof, the stock, securities or assets provided for in Subparagraph 6G."

8. Each of the foregoing amendments of the Articles of Incorporation was authorized by the unanimous vote of the directors present at a Special Meeting of the Board of Directors duly held on March 6, 2000. Each of the foregoing amendments of the Articles of Incorporation was then authorized by the affirmative vote 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.

Amendment of Articles of Incorporation this 26th day of April, 2000.



Eric L. Blum,
Chairman of the Board and Chief
Executive Officer