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TAILAINASSER SIAN 4.43

ACCOUNT NO. : 072100000032

REFERENCE: 696669

7111512

AUTHORIZATION

COST LIMIT : \$ 35.00

OMPANY

ORDER TIME: 3:34 PM

ORDER NO. : 696669-005

ORDER DATE: May 12, 2000

CUSTOMER NO: 7111512

CUSTOMER: Ms. Shayne A. Rosecrans

Coach Usa One Riverway Suite 500

Houston, TX 770561903

DOMESTIC AMENDMENT FILING

NAME:

TOUR USA INTERNATIONAL, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

#0200,00540,00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

May 17, 2000

CSC 1201 Hays Street Tallahassee, FL 32301

SUBJECT: TOUR USA INTERNATIONAL, INC.

Ref. Number: H84854



We have received your document for TOUR USA INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 900A00027818





ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OO MAY 16 PN 4: 43
SECRETAIN OF STATE

TOUR USA INTERNATIONAL, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE ONE: The name of the entity is Midnight Sun Tours, Inc.
Please add the following: Shayne A. Rosecraus is the Assistant Secretary and a Director of this entity.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

HIRD: T	he date of each amendment's adoption: 5-10-00
OURTH:	Adoption of Amendment(s) (CHECK ONE)
a	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vot separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
×	The amendment(s) was/were adopted by the board of directors without shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 11th day of May , 2000
Signature	Sharpre a. Rosiarons
	(By the Chairflan or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Shayse A. Rosecvaus Typed or printed name
	Assistant Corporate Secretary Director