H99884

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 922260 81555A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : August 10, 1998

ORDER TIME : 1:39 PM

ORDER NO. : 922260-005

CUSTOMER NO: 81555A

CUSTOMER: Robert E. Boutwell, Esq
Boutwell & Connick
411 East Hillsboro Boulevard

Deerfield Beach, FL 33441

000002612190--5
-08/10/98--01109--017
*****35.00 *****35.00

000002612190--5
-08/10/98--01109--018
*****52.50 *****52.50

DOMESTIC AMENDMENT FILING amend

NAME: BOCA*DELRAY TRAVEL, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: 8/11/98

FILED 98 AUG 10 PM 3:06 SECRETARY OF STATE TALLAHASSEE, FLORIDA

RECEIVED 98 AUG 10 PM 2:43

98 AUG 10 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION
OF

BOCA*DELRAY TRAVEL, INC.

1. ARTICLE V of the Articles of Incorporation of BOCA*DELRAY TRAVEL, INC. is amended to read as follows:

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue two Classes of common stock:

Class A Common Stock 1,000 shares one dollar par value this stock shall be non-voting and non-participating. On dissolution, liquidation or winding up of the corporation whether voluntary or involuntary, the holders of Class A common stock shall not be entitled to receive any distribution out of the assets of the corporation remaining after debts and liabilities have been paid. Holders of this Class of stock shall be entitled to representation (one member) on the Board of Directors and shall be entitled to hold corporate offices.

Class B Common Stock 1,000 shares one dollar par value this stock shall be the voting, participating common stock of the corporation. On dissolution, liquidation or winding up of the corporation whether voluntary or involuntary, the holders of Class B common stock shall be entitled to receive full proportionate distribution out of the assets of the corporation remaining after debts and liabilities have been paid.

2. The foregoing amendment was adopted by the shareholders of this corporation on this 6th day of August, 1998.

IN WITNESS WHEREOF, the undersigned being the sole officer, director and shareholder of the corporation has executed these Articles of Amendment on this 6th day of August, 1998.

BOCA*DELRAY TRAVEL, INC.

BY: ______________________
ZDENKA DUBSKY

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of August, 1998, by ZDENKA DUBSKY, as President and sole officer shareholder and director of BOCA*DELRAY TRAVEL, INC. on behalf of the corporation. He or she is personally known to me or has produced known as identification and did take an oath.

____
NOTARY PUBLIC

Robert E. Boutwell
MY COMMISSION # CC701691 EXPIRES
March 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC