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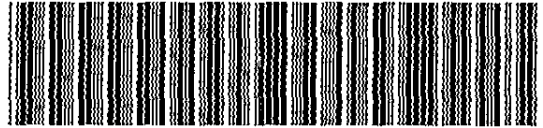
(Business Entity Name)

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FILED
03 AUG 27 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRCB 9/4

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: U.S.A. TRAVEL AND TOURS, INC
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Amendment for the above corporation and a check in the amount of \$ 43.75.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 170
ORLANDO, FLORIDA 32809
(407) 856-1906

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

U.S.A. TRAVEL AND TOURS, INC.

FILED
03 AUG 27 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of U.S.A. Travel and Tours, Inc., a Florida Corporation (the "Corporation"), for and on behalf of the Corporation does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation. Florida.

SUBJECT TO BE AMENDED

Acknowledgement of resignation of Carlos Reguerin from the Corporation, U.S.A. Travel and Tours, Inc., as Vice President and Director and appointment of a new Vice President and Director, Omar Medina.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is: U.S.A. Travel and Tours, Inc.

ARTICLE VII - BOARD OF DIRECTORS

A. The number of directors of the corporation shall be one (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the members of the Board of Directors, who shall hold office until his successor is duly elected and qualified is:

Belkys Guzman 11652 Bentry St.
Orlando, Florida 32824

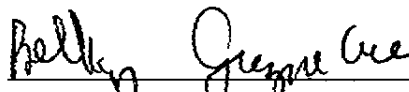
Omar Medina 11652 Bentry St.
Orlando, Florida 32824

ARTICLE XI - ADOPTION DATE OF ARTICLES OF AMENDMENT

The adoption date of these Articles of Amendment shall be August 25, 2003.

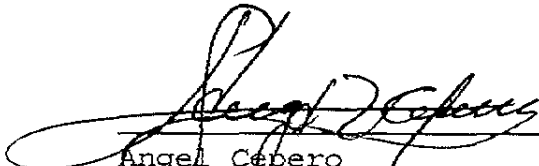
The above stated amendments were approved by unanimous consent of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned President, of the corporation, have hereunto set his hand this 25th day of August 2003.


Belkys Guzman

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of August, 2003, by Belkys Guzman, President of U.S.A. Travel and Tours, Inc., Florida Corporation on behalf of the corporation, who has produced her Florida Drivers License as identification and who did not take an oath.



Angel Cepero
Notary Public

