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Heide S. Blair
Accountant / Steuerberater
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Tel.: 941-772-5699 Fax: 941-772-5899

April 1, 1997

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

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-04/03/97-01093-014
*****35.00 *****35.00

Gentlemen:

Enclosed please find Articles of Amendment of Helling Travel Service, Inc. to change corporate name to Helling Travel Systems, Inc.
Please be so kind and direct all correspondence to the above address.
Thank you.
Sincerely,

Heide Blair

Heide Blair

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:23

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ARTICLES OF AMENDMENT
OF
HELLING TRAVEL SERVICE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:23

Pursuant to section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

1. Article I is amended to read as follows:

ARTICLE I

The name of this corporation is

HELLING TRAVEL SYSTEMS, INC.

2. The foregoing amendment was adopted by the Directors and Shareholders on 3-31-97 1997, before any stock was issued.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment on 3-31-97 1997.

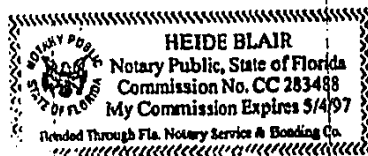

Bernd Helling
Director, Shareholder and President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me on this 31st day of March, 1997, before me by BERND HELLING, who is personally known to me and who is President, Director and Shareholder of the above Florida corporation, on behalf of the corporation.

Witness my hand and seal this 31st day of March, 1997.

My Commission Expires:




Notary Public, State of Florida
Commission No.: