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NAME: EMBASSY TRAVEL, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EMBASSY TRAVEL BUREAU, INC.

Pursuant to the provisions of Sections 607.1003(6) and 607.1006, Florida Statutes, Embassy Travel Bureau, Inc. (the "Corporation") hereby amends its Articles of Incorporation by the affirmative vote of the holders of all of the Issued and outstanding voting stock of the Corporation as follows:

Article VII is hereby amended in its entirety to read:

ARTICLE VII.

The Board of Directors of this corporation shall consist of two (2) persons. The number of directors may be either increased or decreased from time to time by the Bylaws or by a resolution of the Board of Directors but shall never be less than one (1).

This Amendment was adopted and approved by the holder of all of the issued and outstanding voting stock of the Corporation in an action by written consent dated May 29, 1997, such action being sufficient to approve such Amendment in accordance with Section 607.1003, Florida Statutes.

Dated: May 29, 1997


Seif Saghi, President

274629

Jeffrey M. Taylor, Esq.
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