

BAIER & WALROTH-SADURNI

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

MIAMI

MEXICO D.F.

Stephen M. Walroth-Sadurni, J.D.

CORRESPONDENCE OFFICES

NEW YORK

PANAMA

P96000090410

24 January 1997

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment:
Date of Incorporation:
Document Number:

Multi Media Travel Company
4 November 1996
P96000090410

300002082803--1
-02/10/97--01080--007
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed are the originals the Articles of Amendment, and a copy of the Written Actions of the Board of Directors, of Multi Media Travel Company, a Florida for profit corporation, (hereinafter, "Corporation") which are being filed to effect three (3) changes:

1. The name of the Corporation shall be changed. The new name of the Corporation after these documents are filed with your office shall be "Multimedia Travel Company".
2. The Corporation's principle place of business and mailing address shall be changed. The new address shall be "1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179".
3. The mailing address of the Corporation's sole Director shall be changed. The new address shall also be "1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179".

We would appreciate your filing of these documents, and sending us a new "Certificate Of Status" for the Corporation, containing the new information, with the applicable filing information, in the enclosed addressed-stamped envelope.

APPROVED
AND
FILED

97 FEB 10 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes and signatures at the bottom of the page, including "P96000090410" and "2-10-97".

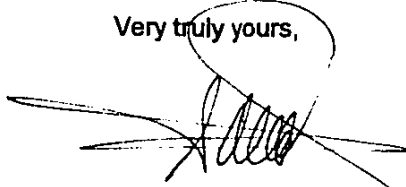
Secretary of State
24 January 1997
Page 2

We are enclosing our firm's check in the amount of \$43.75 to cover the following costs:

Filing Fee	\$35.00
Certificate Of Status	<u>8.75</u>
Total	\$43.75

Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'S. Walroth-Sadumi', is written over a horizontal line. The signature is stylized with a large initial 'S' and a long horizontal stroke extending to the right.

Stephen P. Walroth-Sadumi, J.D.

Enclosures (as noted).
cc: Nicholas Mavroleon

SPWS/mj
sec_ltr

**ARTICLES OF AMENDMENT
OF
MULTI MEDIA TRAVEL COMPANY**

The undersigned Directors of Multi Media Travel Company (hereinafter, "Corporation"), pursuant to Fla. Stat. § 607.1006 (1995), hereby execute and acknowledge these Articles of Amendment for the purpose of changing the name, and the principle place of business and mailing address of the Corporation as follows:

1. Existing name of the Corporation: **MULTI MEDIA TRAVEL COMPANY**

Text of amendment:

RESOLVED, that Article I of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the name of the Corporation as follows:

ARTICLE I

Name

The name of this corporation shall be: "Multimedia Travel Company"

2. Existing principle place of business of the Corporation: **9500 South Dadeland Blvd., Suite 610, Miami, Florida 33156.**

Text of amendment:

RESOLVED, that Article III of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the principle place of business of the Corporation as follows:

ARTICLE III

Name

The principle place of business and mailing address of this corporation shall be: "1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179"

97 SEP 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

3. Existing mailing address of the Director of the Corporation: **9500 South Dadeland Blvd., Suite 610, Miami, Florida 33156.**

Text of amendment:

RESOLVED, that Article VII of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to mailing address of the Director of the Corporation as follows:

ARTICLE III

Name

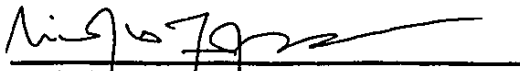
The initial board of directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

Nicholas Mavroleon **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**

4. Upon the filing of these Articles of Amendment with the Secretary of State of Florida, the following amendments shall take effect immediately:
- a) the Corporation shall henceforth be known as "**Multimedia Travel Company**;
 - b) the Corporation's principle place of business and mailing address shall be **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**; and,
 - c) the Director's mailing address shall be **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**.
5. Date of adoption of Amendment: **24 January 1997.**
6. The Corporation has not issued any of its stock as of the date of these Articles of Amendment. Therefore, the amendment effected by these Articles of Amendment was adopted by all of the Directors of the Corporation, without shareholder action, as shareholder action was unnecessary pursuant to, and in accordance with, Fla. Stat. § 607.1005 (1995).

Articles of Amendment
Multi Media Travel Corporation
Page 3

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Amendment for the uses and purposes therein stated this 24th day of January, 1997.



Nicholas Mavrolean

**WRITTEN ACTIONS OF THE BOARD OF DIRECTORS OF
MULTI MEDIA TRAVEL COMPANY TO
AMEND ARTICLES OF INCORPORATION**

The undersigned, being all of the Directors of Multi Media Travel Company, finding it inconvenient to assemble in a formal meeting, do hereby consent to the adoption and approval of the following resolutions to amend the Articles of Incorporation:

I.

AMENDMENT OF CORPORATE NAME

RESOLVED, that Article I of the existing Articles of Incorporation of Multi Media Travel Company, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090401, is hereby amended and replaced with the following Article to effect a change to the name of the Corporation as follows:

ARTICLE I

Name

The name of this corporation shall be: "Multimedia Travel Company"

II.

AMENDMENT OF PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

RESOLVED, that Article III of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the principle place of business and mailing address of the Corporation as follows:

ARTICLE III

Name

**The principle place of business and mailing address of this corporation shall be:
"1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179"**

III.

AMENDMENT OF MAILING ADDRESS OF DIRECTOR

RESOLVED, that Article VII of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to mailing address of the Director of the Corporation as follows:

ARTICLE III

Name

The initial board of directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

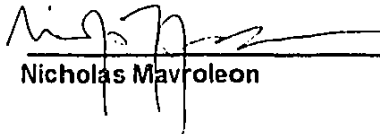
Nicholas Mavroleon 1031 Ives Dairy Road, Suite 228, North Miami
Beach, Florida, 33179

IV.

COUNTERPART EXECUTION

RESOLVED, that the Directors of this Corporation be, and each of them hereby is, authorized to execute these Written Actions in one or more counterparts and that, upon such execution by all directors of this corporation, these Written Actions be, and as of that time, are hereby approved and adopted as the act and deed of the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned Directors have executed these Written Actions for the uses and purposes therein stated this 24th day of January 1997.



Nicholas Mavroleon