P9700076912 Avatour Travel & Services, Corp.

4624 North Federal Highway Main Street Plaza Lighthouse Point, FL 33064 (954) 784-7656

June 22, 2001

State of Florida Division of Corporations Corporate Records Bureau 409 East Gaines Street Tallahassee, Florida 32399

Re: Alvatour Travel & Services, Corp.

Regular Mail

300004447673--4 -06/27/01--01052--014 ******43.75 ******43.75

Dear Sir/Madam:

Enclosed are the forms to amend the Articles of Incorporation. Articles Six and Seven are the articles that the corporation would like to amend.

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,

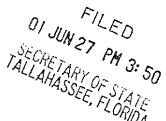
Alvania Viviane Saide

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anend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Alvatour Travel & Services, Corp.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

See Attachment

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Amend Article Six

Originally:

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 1000 E Atlantic Blvd. Suite #205-C Pompano Beach, FL 33060. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Amend to:

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 4624 North Federal Highway Main Street Plaza Lighthouse Point, FL 33064. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Amend Article Seven

Originally: This name and street address and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

| NAME | ADDRESS | SHARES |
|--|---|---------------|
| Alvatour Consultoria e Treinamento em Turismo | Rua Martins Junior #107 Recife, PE 50060-110 | 55% |
| Alvania Viviane Vieira Fialho | 1062 S Military Trail #103 Deerfield Beach, FL 33442 | 45% |

Amend to: This name and street address and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation is:

| Alvania Viviane Saide | 8145 Boca Rio Drive | 100% |
|-----------------------|----------------------|------|
| | Boca Raton, FL 33433 | |

| THIRD: | The date of each amendment's adoption: $6/21/01$. | |
|--|---|--|
| FOURTH | : Adoption of Amendment(s) (CHECK ONE) | |
| X | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. | |
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): | |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by" | |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | |
| | Signed this 21 day of June , 2001. | |
| Signatur | e x CHUOUM Sould (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by | |
| | (By the Chairman of vice Chairman of the Board of Directors, President of other officer if adopted by the shareholders) | |
| OR | | |
| (By a director if adopted by the directors) | | |
| | OR | |
| (By an incorporator if adopted by the incorporators) | | |
| Alvania Viviane Saide Typed or printed name | | |
| President. | | |
| Title | | |