

540944



ACCOUNT NO. : 072100000032

REFERENCE : 070318 7226223

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
01 MAR -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 8, 2001

ORDER TIME : 9:59 AM

ORDER NO. : 070318-005

CUSTOMER NO: 7226223

600003818636--5

CUSTOMER: Mr. Bill Reiss
Traveleaders
999 Ponce De Leon Blvd
Suite 915
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: AROUND THE WORLD TRAVEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

RECEIVED
01 MAR -8 AM 10:48
DIVISION OF CORPORATION

G. COULLETTE MAR 08 2001

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AROUND THE WORLD TRAVEL, INC.**

FILED
01 MAR -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Sections 607.1002 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Amended and Restated Articles of Incorporation of Around the World Travel, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on June 29, 1977:

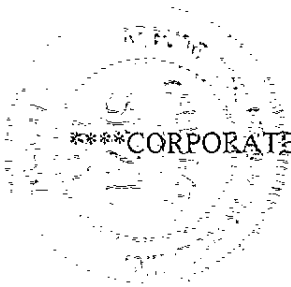
1. All the members of the Board of Directors of the Corporation have unanimously voted to amend Article VI of the Amended and Restated Articles of Incorporation of the Corporation to provide that if the Corporation acquires its own shares, such shares belong to the Corporation and constitute treasury shares until disposed of or canceled by the Corporation. Therefore, the Corporation hereby amends Article VI, Capital Stock, of the Amended and Restated Articles of Incorporation to add a provision, the content of which is hereafter set forth:

3. If the Corporation acquires shares of its own Common Stock or Preferred Stock, such shares shall belong to the Corporation and shall constitute treasury shares (as defined by the Florida Business Corporation Act) until disposed of or canceled by the Corporation.

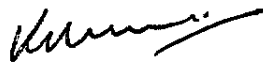
2. All other provisions of the Corporation's Amended and Restated Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Amended and Restated Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation without shareholder action on the 29th day of January, 2001, to be effective as of December 23, 1999. Shareholder action was not required pursuant to Section 607.1002(8), Florida Statutes.

DATED this 29th day of January, 2001.



AROUND THE WORLD TRAVEL, INC., a
Florida corporation

By: 
Keith St. Clair
Chief Executive Officer