

F00000005316

KENNETH D. COOPER
STEPHANIE I. LEWIS

LAW OFFICES
OF
KENNETH D. COOPER & LEWIS
5500 TOPANGA CANYON BLVD., SUITE 200
WOODLAND HILLS, CALIFORNIA 91367-6478
TELEPHONE (818) 594-0011
FACSIMILE (818) 594-0797

IN REPLY REFER TO:

November 6, 2000

Mr. Buck Kohr
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700003458537--5
-11/09/00--01048--002
*****35.00 *****35.00

Re: Iberoamericana Travel System, Inc.
Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida

Dear Mr. Kohr:

With respect to the above matter, enclosed you will find Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and our \$35.00 office check to cover the filing fee for same. Kindly send me a conformed copy of the above-noted document after it is filed in the enclosed envelope.

Please call me should you have any questions.

Thank you for your continued assistance and cooperation in this matter.

Very truly yours,

COOPER & LEWIS



KENNETH D. COOPER

FILED
00 NOV -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KDC: bh

cc: Client

Encls.

Iberoamericana/Kohr Ltr.

CF - 35.00

KENNETH D. COOPER
STEPHANIE L. LEWIS

LAW OFFICES
COOPER & LEWIS
5550 TOPANGA CANYON BOULEVARD
SUITE 200
WOODLAND HILLS, CALIFORNIA 91367-6478
TELEPHONE (818) 594-0011
FACSIMILE (818) 594-0797

IN REPLY REFER TO:

October 17, 2000

FILED
00 NOV -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Buck Kohr
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Status Domestic Corporation
Iberoamericana Travel System, Inc.

Dear Mr. Kohr:

Per our discussion, enclosed is the original Certificate of Status Domestic Corporation (State of California) re Iberoamericana Travel System, Inc. Please note that this reflects the change of name from Passenger Ticket Services to Iberoamericana Travel System, Inc. Also enclosed is a copy of the Certificate of Amendment of Articles of Incorporation of Passenger Ticket Services, Inc.

Now that the change of name is confirmed in the State of California, please change your records or send me the documents necessary to reflect the change of the corporate name.

Thank you for your cooperation in this matter.

Very truly yours,

COOPER & LEWIS



KENNETH D. COOPER

KDC: bh

cc: Client

Encls.

Iberoamericana\Kohr Ltr.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
00 NOV -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. PASSENGER TICKET SERVICES, INC.
Name of corporation as it appears on the records of the Department of State.
2. CALIFORNIA 3. September 19, 2000
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 22, 2000 *
5. IBEROAMERICANA TRAVEL SYSTEM, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. *Certified copy of Certificate of Amendment was not received until September 22, 2000.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

November 6, 2000
Date

KENNETH D. COOPER
Typed or printed name

Attorney in Fact and Agent
Title

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
00 NOV -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **12th day of January, 1988, IBEROAMERICANA TRAVEL SYSTEM, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

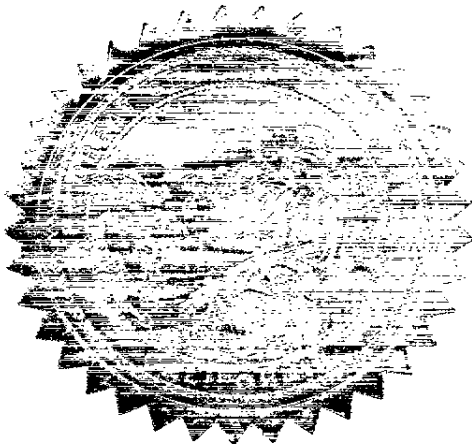
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of October 11, 2000.



Bill Jones
BILL JONES
Secretary of State

te

A0552041

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PASSENGER TICKET SERVICES, INC.

RECEIVED - FILED
OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

AUG 22 2000

J. JONES, SECRETARY OF STATE

Ines Echeverria and Claudia Echeverria certify that:

1. That they are the President and Secretary of Passenger Ticket Services, Inc.

2. Pursuant to the authority authorized by the Bylaws of the Company and California Corporations Code sections 900 et seq., and other applicable provisions of law, the Shareholders and Board Of Directors have approved by a joint unanimous resolution, the following amendment to the Articles of Incorporation of Panamericana Travel System, Inc.:

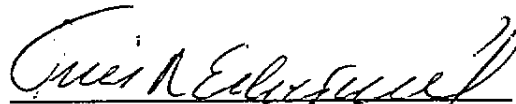
Article First of the Articles of Incorporation is amended to read as follows:

"The name of the corporation is Iberoamericana Travel System, Inc."

3. In all other respects, the Articles of Incorporation shall remain unchanged. The name of agent for service of process shall unchanged from last submitted to the California Secretary of State.

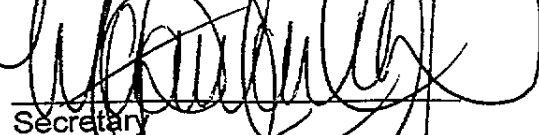
We declare under penalty of perjury the foregoing is true and correct. Dated at Los Angeles, California on July 26, 2000

Ines Echeverria



President

Claudia Echeverria



Secretary

FILED
00 NOV -8 AM 9:04
TAMMISSEE, FLORIDA
SECRETARY OF STATE

