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*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rahn Tours, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/15
Jon
Hernandez

**ARTICLES OF AMENDMENT NO. 2
OF THE ARTICLES OF INCORPORATION OF
RAHN TOURS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **Rahn Tours, Inc.** (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is **Rahn Tours, Inc.**

SECOND: The Articles of Incorporation shall be amended as follows:

1. Article II shall be deleted in its entirety and the following substituted therefor:

**ARTICLE II
NATURE OF BUSINESS**

- (a) The specific nature of the business and activities to be transacted and carried on by the Corporation shall be to own and manage the property located at 1180 Seabreeze Boulevard, Fort Lauderdale, Florida, to enter into a loan agreement with Nationsbank Mortgage Capital Corporation, and to engage in incidental activities in connection with the foregoing.
- (b) The Corporation shall (1) not commingle assets with those of any other entity and shall hold its assets in its own name; (2) conduct its own business in its own name; (3) maintain separate bank accounts, books, records and financial statements; (4) maintain its books, records, resolutions and agreements as official records; (5) pay its own liabilities out of its own funds; (6) maintain adequate capital in light of contemplated business operations; (7) observe all corporate and other organizational formalities; (8) maintain an arm's length relationship with affiliates; (9) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations; (10) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others; (11) not acquire

obligations or securities of affiliates; (12) not make loans to any other person or entity; (13) allocate fairly and reasonably any overhead for shared office space; (14) use separate stationery, invoices and checks; (15) not pledge its assets for the benefit of any other entity; (16) hold itself out as a separate entity, and not fail to correct any known misunderstanding regarding its separate identity; and (17) not identify itself or any of its affiliates as a division or part of the other.

2. Article IX shall be deleted in its entirety and the following substituted therefor:

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended or repealed by affirmative vote of a majority of the shareholders in any lawful action, and all rights conferred upon the shareholders are granted subject to this reservation.

THIRD: The foregoing amendments were unanimously adopted at a joint meeting of the shareholders and directors of the Corporation held on April 9, 1997, constituting a sufficient number of votes for the amendments to be approved in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument as of the 9 day of April, 1997.

RAHN TOURS, INC.

By: 

Peter H. Roberts, President