

F92393

Johnnie Ransom

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Alpha Travel & Tours, Inc.

(Business Entity Name)

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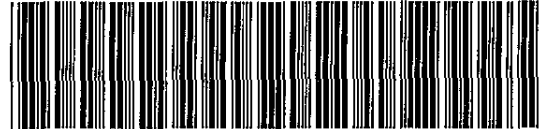
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**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALPHA TRAVEL & TOURS, INC.**

FILED

03 FEB 18 PM 12:40

CLERK OF STATE
TALLAHASSEE, FLORIDA

At a Special Meeting of the Shareholders and Directors of Alpha Travel & Tours, Inc. held at the law offices of Charles S. Liberis, 1610 Barrancas Avenue, Pensacola, FL 32501, on January 3, 2003, there being a quorum of shareholders and a quorum of directors, a majority of the directors and a majority of the shareholders present and voting approved two Amendments to the Articles of Incorporation. There was only one class of shares entitled to vote on the Amendments and the number of votes cast for the Amendments was sufficient for approval. The Amendments are stated as follows:

Article II is hereby amended to read as follows:

ARTICLE II

The duration of this corporation is perpetual and shall commence on July 28, 1982, the date of filing of the original Articles of Incorporation.

Article IV is hereby amended to read as follows:

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

500,000 shares of common stock, having a par value of \$1.00 (one dollar) per share.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on behalf of the corporation on this 3rd day of January, 2003.


JOHNNIE L. RANSOM, President, Director


PEARLENE L. RANSOM, Director


ROOSEVELT HOLLMAN, Director