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May 24, 1999

Secretary of State
Attn: Articles of Incorporation
Post Office Box 5588
Tallahassee, Florida 32314

Re: **WELCOME USA TOURS, INC.**
Our File No.: 99-1147

Dear Secretary:

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900002891139---5
-06/01/99--01115--004
*****35.00  *****35.00
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Enclosed please find Articles of Amendment to Articles of Incorporation for **WASTEELS TRAVEL, INC.**, and Check No. _5600_ in the amount of Thirty-Five Dollars and 00/100 ($35.00) which represents the following costs:
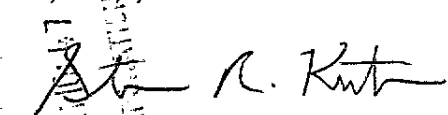
1.	**Filing Articles of Amendment**	$35.00

TOTAL AMOUNT OF COSTS DUE: $35.00

99 JUN -1 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Please file this document at your earliest opportunity and mail it back to our office in the self-addressed stamped envelope.

If you have any questions regarding the above captioned matter, please do not hesitate to c

Very truly yours,

Steven R. Kutner, Esquire

SRK/lwc

Enclosures

I:\doc\closings\Welcome USA Tours\secretary letter name change

NIC
Amend
58
6|1|99

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

WASTEELS TRAVEL, INC.
(present name)

Pursuant to the provisions of Section 607.1006 Florida Statutes, this 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)*

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation shall be **WELCOME USA TOURS, INC.**

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:

THIRD: The date of each amendment's adoption: **May 21st, 1999.**

FOURTH: Adoption of Amendment(s) **(check one)**

____**XX**____ 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 _____."

(voting group)

_____ 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 24th day of May, 1999.

Signature _Nicholas Grey_____

(By the Chairman or Vice Chairman of the Board of
Directors, President or 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)

NICHOLAS GREY
Typed or Printed Name

President
Title