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P.1/2
Page 1 of 1

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LIMITED LIABILITY AMENDMENT

TRAVEL AGENTS DIRECT, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

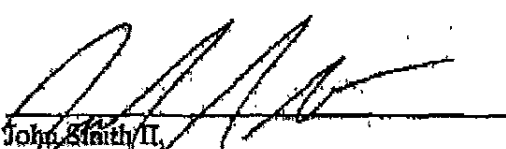
**Travel Agents Direct LLC
A Florida Limited Liability Company**

FIRST: The date of filing of the articles of organization was March 3, 2005.

SECOND: The limited liability company adopted the following amendment to the articles of organization:

Article VI: Full powers of management are vested in John Smith II. John Smith II is empowered to run the day-to-day business of this LLC, open required bank accounts and contract as needed.

June 23, 2005


John Smith II,
Member

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