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DIVISION OF CORPORATIONS**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN****AZEM TOURS, LLC**

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AUG - 6 2009

Amendment and Restatement
For
Florida Limited Liability Company

Article I

The name of the Limited Liability Company is:

AZEM TOURS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

**7345 SAND LAKE ROAD SUITE 317
ORLANDO, FL 32819**

The mailing address of the Limited Liability Company is:

**7345 SAND LAKE ROAD SUITE 317
ORLANDO, FL 32819**

Article III

The purpose for which this Limited Liability Company is organized is:

Tourism Consulting and all lawful business.

Article IV

The name and Florida street address of the registered agent is:

**ANDREIA N AZEM
7345 SAND LAKE ROAD SUITE 317
ORLANDO, FL 32819**

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature



ANDREIA N AZEM

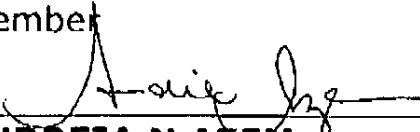
Article V

The name and address of managing members/managers are:

Title: MGRM
ANDREIA N AZEM
7345 SAND LAKE ROAD SUITE 317
Orlando, FL 32819

Title: MGRM
AZEM TOURISMO LTDA.
RUA MARECHAL DEDORO, 2491
SAO JOSE DO RIO PRETO, SAO PAULO,
CEP 15025-070, BRAZIL

Signature of member or an authorized representative of a member



ANDREIA N AZEM