

**M36601**

Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**TRAVEL LEADERS, INC.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRAVEL LEADERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, Simon Hassine, President of Travel Leaders, Inc., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Travel Leaders, Inc., document number M36601.
2. The following provision of the Articles of Incorporation of the Corporation is amended in the following particular:

Article I is deleted and replaced with the following:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be: TLI Holdings, Inc.

3. The foregoing Amendment was adopted on December 28, 1999, by written consent of the Corporation's Shareholders and the Board of Directors pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.
4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

**[SIGNATURE ON THE FOLLOWING PAGE]**

THIS DOCUMENT PREPARED BY:  
RODGER L. HOCHMAN, ESQUIRE  
Florida Bar No. 0008737  
Broad and Cassel  
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Miami, Florida 33131  
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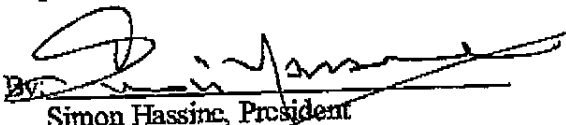
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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 28<sup>th</sup> day of December, 1999.

TRAVEL LEADERS, INC., a Florida  
corporation

By:   
Simon Hassine, President

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