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July 15, 1998

James M. Talley
Internet Address: JTALLEY@FRWWD.COM

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200002591902--6
-07/17/98-01069-007
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of
Hemisphere Tour & Travel, Inc.

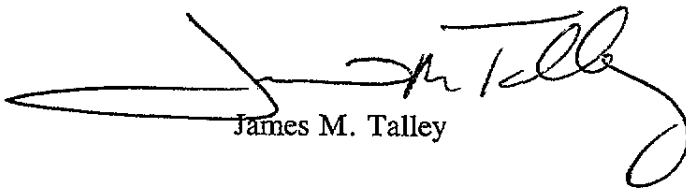
Dear Sir:

Enclosed please find the original and a copy of Articles of Amendment to Articles of Incorporation for Hemisphere Tour & Travel, Inc. amending their name to HT&T, Inc. Also enclosed is a check in the amount of \$35.00 representing the filing fee in this regard.

Please change the name of Hemisphere Tour & Travel, Inc. to HT&T, Inc. and forward to our office the certificate evidencing this change in the enclosed, self-addressed, stamped envelope. If you should have any questions, please do not hesitate to call.

Thank you for your assistance in this regard.

Sincerely,


James M. Talley

Enclosure

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N/c

V8 JUL 21 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HEMISPHERE TOUR & TRAVEL, INC.

FILED
98 JUL 17 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation originally organized as Hemisphere Tour & Travel, Inc. hereby changes its name and amends its Articles of Incorporation to reflect such name change. Please be advised that at a special shareholders meeting held on June 17, 1998 the shareholders unanimously adopted the following resolution:

RESOLVED: That the Corporation originally organized as Hemisphere Tour & Travel, Inc. hereby amends its Articles of Incorporation to reflect that effective immediately it has changed its corporate name to "HT&T, Inc." and the president of this Corporation is directed to take all action necessary to accomplish such name change.

Therefore, pursuant to the resolution unanimously adopted by the shareholders, effective as of June 17, 1998, this corporation shall be named HT&T, Inc. and the Articles of Incorporation of this Corporation are hereby amended to reflect such changed name.

This amendment was unanimously approved by the shareholders and such unanimous vote was sufficient for the approval of this amendment.

DATED as of the 17th day of June, 1998.



RICHARD I. WINOKUR, President, Director and
One (1) of the Two (2) Shareholders of HT&T, Inc.



KIM O. WINOKUR, Director and the Other One (1)
of the Two (2) Shareholders of HT&T, Inc.