

P00000042517

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

October 2, 2000

Please find the information requested on the letter of instruction;

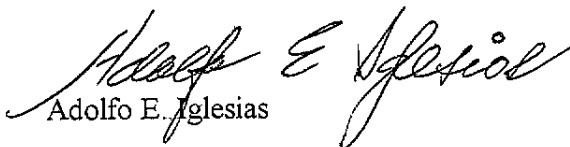
Any correspondence should be mailed to:

Lord & Iglesias Accounting Services, Inc.
13501 S.W. 128th Street, Suite # 208
Miami, Florida 33186

Please, do not hesitate to call me should you need further assistance. My telephone
number is: 305 254-1099.

100003411051--9
-10/02/00--01084--018
*****35.00 *****35.00

Best regards;


Adolfo E. Iglesias

Amend

FILED
00 OCT -2 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS OCT 6 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
ESMERALDA WORLD TRAVEL, INC.

FILED
00 OCT -2 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESMERALDA WORLD TRAVEL, INC., a Corporation of the State of FLORIDA who's registered office is located at 4095 SW. 137th AVENUE, STE# 12, MIAMI FL 33175, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on Sept. 29, 2000, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE X of the Articles of Incorporation is to be amended to read as follows:

ARTICLE X - OFFICERS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased or diminished from time to time by the bylaws, but shall

never be less than one (1). The current director of this corporation shall be:

Director: CLAUDIA STERLING
4095 SW. 137th AVENUE, SUITE # 12
MIAMI, FLORIDA 33175

Director: FABIOLA TRIANA
2921 ST. GEORGE DRIVE
GARLAND, TEXAS 75044

President: CLAUDIA STERLING
(Owner of 50% all outstanding shares)
4095 SW. 137th AVENUE, SUITE # 12
MIAMI, FLORIDA 33175

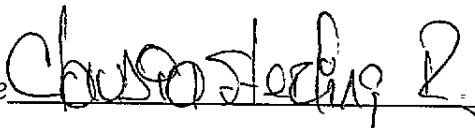
Vice-President: FABIOLA TRIANA
(Owner of 50% all outstanding shares)
2921 ST. GEORGE DRIVE
GARLAND, TEXAS 75044

The number of votes cast by the shareholders was sufficient for approval.

This amendment was adopted on September 29, 2000.

Signed on September 29, 2000. —

Signature

A handwritten signature in dark ink, appearing to read 'Claudia Sterling', is written over a horizontal line.

Claudia Sterling
Printed Name

Director/President
Title

Signature Fabiola Triana

Fabiola Triana
Printed Name

Director/Vice-President
Title

Signature Victor Arciniegas

Victor Arciniegas
Printed Name

Ex Director/Ex President
Title

Signature Angela Sterling Ramirez

Angela Sterling Ramirez
Printed Name

Ex Director/Ex Vice-President
Title