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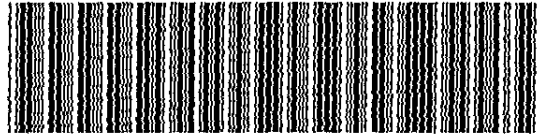
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SECRETARY OF STATE
FALLS CHURCH, VA 22048

NC
T. Lewis 6/3/03

77 Almeria Street
Post Office Box 4050
St. Augustine, Florida 32085-4050

Charles E. Hall, PhD
Enrolled to Practice Before the Internal Revenue Service
Former IRS Revenue Officer

Phone 904-829-6533
Fax 904-829-9470
Toll-Free 888-242-7528

May 22, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: CRUISE HOLIDAYS OF ST JOHNS INC

Dear Sir or Madam:

Please find enclosed herewith an original and one copy of the Amended Articles of Incorporation of the above-named corporation. Please file these Amended Articles at your earliest date and furnish me with a certified copy.

Enclosed is my trust fund check payable to the Secretary of State - Division of Corporations in the amount of \$43.75 which is in payment of the charges for your filing fee.

Should you have any questions regarding this document, please feel free to contact me at any time.

Thanking you in advance for your courtesy and prompt recording I remain,

Sincerely,



Charles E. Hall
Enrolled Agent
Certified Tax Professional
Accredited Tax Accountant
Accredited Tax Preparer

Encl: Amended Articles of Incorporation
Check for \$ 43.75

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CRUISE HOLIDAYS OF ST JOHNS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

As to Article 1 - to be read and changed as follows:

ARTICLE 1 - NAME AND ADDRESS:

The name of the corporation is: NTS Investments, Inc. and its address is 2730-A US 1 South, St. Augustine Florida 32086.

SECOND: No amendment provides for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of each amendment's adoption is May 22, 2003

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22nd day of May, 2003.

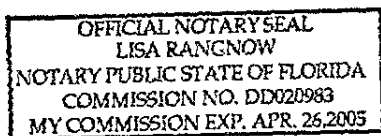

Michael Smock - President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 } ss
COUNTY OF ST JOHNS }

Before me, the undersigned authority, personally appeared Michael Smock, to me known to be the person who executed the foregoing Amended Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

WITNESS my hand and seal this the 22nd day of May, 2003.



Lisa Rangnow
Notary Public in and for the
State of Florida, at large