P01000009973

INTERNATIONAL TRAVEL SPECIALIST AND ASSOCIATES

October 4th 2002

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

200008266182---6 -10/08/02--01053--009 *****43.75 *****43.75

Dear Madam/Sir:

Hereby I am enclosing the articles of amendment of International Travel Specialist and Associates and a Money Order in the amount of \$43.75 to cover the corresponding fee and a certified copy.

If further information will be deemed necessary, please do not hesitate in contact me at your earlier convenience.

Your collaboration in this matter is highly appreciated.

Respectful,

Rosa E. Leon Chief Accounting (954) 436-0936 Solve Solve



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

October 10, 2002

ESPERANZA ALFONSO 6365 TAFT STREET, SUITE 1005 HOLLYWOOD, FL 33024

SUBJECT: INTERNATIONAL TRAVEL SPECIALIST AND ASSOCIATES, INC. Ref. Number: P01000009973

We have received your document for INTERNATIONAL TRAVEL SPECIALIST AND ASSOCIATES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Letter Number: 902A00056724

Carol Mustain Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



International Travel Specialist and Assocites, Inc.

International Travel Specialist and Associates, Inc.

(present name)

P01000009973

(Document Number of Corporation (If known)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The Board of Directors adopted the following amendments to its articles:

1) Article VII - GERMAN ALFONSO was appointted as the new Registered Agent of this corporation and he is familiar with and accepts the obligations of the position.

Signed:

German Alfonso

2) Article IX - In virtue of a Purchase Agreement, Ana E. Soriano and Esperanza Alfonso, former President and Vice-President of this corporation, are no longer holding any position within the corporation. The name and address of the new President is: German Alfonso / 6365 Taft Street, Suite 1005 Hollywood, Fl 33024/.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: October 22nd. 2002
	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by" (voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
[The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatura	Signed this 22 day of October, 2002
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	German Alfonso (Typed or printed name)
	(1 yped of princed name)
	President
	(Title)