

P01000012607

AllFlight Travel and Tours, Inc.
62 Indian Trace #183 Weston, Florida 33326
954-389-4486 phone / fax

FILED

01 OCT 30 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-10/30/01--01009--002
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation

To Whom It May Concern:

Please find enclosed Articles of Amendment to Articles of Incorporation of AllFlight Travel and Tours, Inc. The original Articles of Incorporation for our Florida based company was filed on February 1, 2001, document number P01000012607.

Also enclosed is a check for \$35.00 for the filing fee.

Please process our amendments as soon as possible. If there are questions or problems regarding this filing, please contact the office at the number provided above. Thank you.

Sincerely,



John Capistrano

305 788-4486

Amend
11-6-01
BAS

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number P01000012607

AllFlight Travel and Tours, Inc.

(present name)

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)*

ARTICLE II PRINCIPAL OFFICE

The principal place of business shall move (effective September 24, 2001)
From 1391 Sorrento Drive Weston, Florida 33326
To 3231 Windward Way Miramar, Florida 33025

The corporate mailing address shall remain at 62 Indian Trace # 183 Weston, Florida 33326

ARTICLE IV SHARES

The corporation is authorized to issue 500 shares of no-par, common stock.

ARTICLE V OFFICERS/DIRECTORS

The following individuals shall comprise the Board of Directors:

1. *John B. Capistrano*, Chairman of the Board / Treasurer
14100 NW 3rd Avenue Miami, Florida 33168
2. *Hannah C. Capistrano*, President
14100 NW 3rd Avenue Miami, Florida 33168
3. *Gloria Ortega Parel*, Vice-President
2641 Rhone Way Miramar, Florida 33025
4. *Glazy Ortega Felix*, Secretary
3231 Windward Way Miramar, Florida 33025

ARTICLE VI REGISTERED AGENT

Hannah C. Capistrano shall remain as the registered agent at the following address:
14100 NW 3rd Avenue Miami, Florida 33168

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:

The corporation shall issue common stocks. The par value is to be determined by the Board of Directors.

THIRD: The date of each amendment's adoption: August 30, 2001

FOURTH: Adoption of Amendment(s) (**CHECK ONE**)

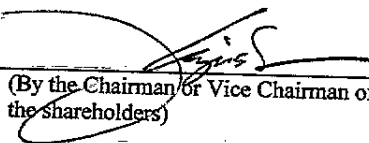
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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.

Signed this 30th day of August, 2001

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)

John B. Capistrano

Typed or printed name

Chairman of the Board of Directors

Title