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TALLAHASSEE, FLORIDA

PS 1/13/03

RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.

1595 SE PORT ST. LUCIE BOULEVARD

PORT ST. LUCIE, FLORIDA 34952

(772) 335-5455

(772) 337-3485 FAX

December 31, 2003

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

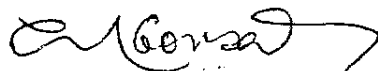
**RE: Amendment to Articles of Incorporation
Cancun-All-Inclusive.com, Inc.**

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation.

Please file the original in your offices and certify and return a certified copy to me. A check in the amount of \$ 55.00 is enclosed for the cost of same. Thank you for your cooperation in this matter.

Sincerely yours,



Tiffany N. Gonsalves, CLA
Certified Legal Assistant

Enc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CANCUN-ALL-INCLUSIVE.COM, INC.

FILED
04 JAN -5 PM 12:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

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:

Article I - Name is being amended as follows:

ALL INCLUSIVE WORLD, INC.

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

n/a

THIRD: The date of each amendment's adoption:

November 10th, 2003

FOURTH: Adoption of Amendment(s) (Check one)

X 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 10th day of November, 2003.


MARK BROOKER, ~~President~~ Secretary

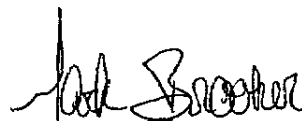
**CANCUN-ALL-INCLUSIVE.COM, INC.
BOARD OF DIRECTORS MEETING MINUTES**

A meeting of the Board of Directors of Cancun-All-Inclusive.Com, Inc., was held on the 10th day of November, 2003, at 10:00 o'clock a.m., at its corporate office of 7650 South U.S. Highway One, Port St. Lucie, Florida 34952. All Directors were present and waived notice of the meeting.

By unanimous resolution, the Board approved the Articles of Amendment to Articles of Incorporation and recommended approval of same to the Shareholders.

There being no further business to come before the Board, the meeting was adjourned at 10:30 o'clock a.m.

IN WITNESS WHEREOF, the undersigned have hereon set their hands and seals as of the 10th day of November, 2003.



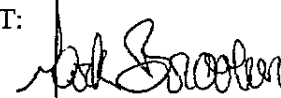
Mark Brooker, Director



Tami L. Brooker, Director

(Corporate Seal)

ATTEST:



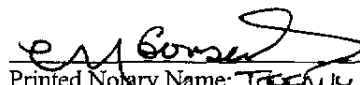
Mark Brooker, Secretary

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

The foregoing instrument was acknowledged before me this 10th day of November, 2003 by Mark Brooker, as Director and Secretary and Tami L. Brooker, as Director of Cancun-All-Inclusive.Com, Inc., a Florida corporation, who have produced FL DRIVERS LICENSE as identification and who did/did not take an oath. They has acknowledged to and before me that they executed this instrument for the purposes herein expressed.



Tiffany N. Gonsalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THRU TROY FAIN INSURANCE, INC


Printed Notary Name: Tiffany N. Gonsalves
Notary Public, State of Florida
Commission Expires:


**CANCUN-ALL-INCLUSIVE.COM, INC.
SHAREHOLDERS MEETING MINUTES**

A meeting of the Shareholders of Cancun-All-Inclusive.Com, Inc., was held on the 10th day of November, 2003, at 10:30 o'clock p.m., at its corporate office of 7650 South U.S. Highway One, Port St. Lucie, Florida 34952. All Shareholders were present and waived notice of the meeting.


By unanimous resolution, the Shareholders approved the Articles of Amendment to Articles of Incorporation.

There being no further business to come before the Board, the meeting was adjourned at 11:00 o'clock p.m.

IN WITNESS WHEREOF, the undersigned have hereon set their hands and seals as of the 10th day of November, 2003.




Mark Brooker, Director



Tami L. Brooker, Director

(Corporate Seal)

ATTEST: 

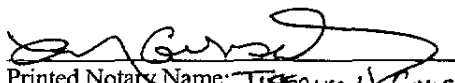
Mark Brooker, Secretary

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

The foregoing instrument was acknowledged before me this 10th day of November, 2003 by Mark Brooker, as Director and Secretary and Tami L. Brooker, as Director of Cancun-All-Inclusive.Com, Inc., a Florida corporation, who have produced FL DRIVER'S LICENSE as identification and who did/did not take an oath. They has acknowledged to and before me that they executed this instrument for the purposes herein expressed.



Tiffany N. Gonsalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THRU TROY FAIN INSURANCE


Printed Notary Name: Tiffany N. Gonsalves
Notary Public, State of Florida
Commission Expires: