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BASIC AMENDMENT

MHR TRAVEL INC.

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Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MHR TRAVEL INC.

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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 adopted:

Article VIII is hereby amended to read as follows: The names and address of the officers of the company are as follows:

Francis Edwin Proctor
President

Barbara Proctor
Secretary

Carmel Proctor
Vice President/
Treasurer

The address of all the above mentioned officers is 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, Florida 33134.

SECOND: The date of the amendment's adoption was October 30, 2001.

THIRD: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 30th day of October, 2001.


FRANCIS EDWIN PROCTOR
DIRECTOR

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