P01000118197

OIVISION TARY DE CORDORATIONS AM 8: 32

JANUARY 7, 2002

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

800004768998---1 -01/11/02--01036--017 *****35.00 *****35.00

Subject:

USAVACATIONS, INC

Please find enclosed the amendment of the Articles of Incorporation for USAVACATIONS, INC and a check in the amount of \$35.00, covering the fee for this service.

Please send the documents back to: Ruben D. Toro, CPA

7345 Sand Lake Rd., # 204

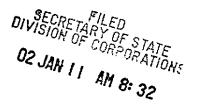
Orlando, FL 32819 (Phone: 407-370-6445)

Thank you.

Ruben D. Toro

Amerd.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



USAVACATIONS, INC	
(present name)	
P01000118197 (Document Number of Corporation (If known)	<u> </u>

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 VII (amended)

The officers and directors of the corporation are:

Director, President and Secretary

Ricardo A. Veiga-Garcia 325 Sonoma Valley Cir. Orlando, FL 32835

Director and Treasurer Auredite Maria Garcia 325 Sonoma Valley Cir. Orlando, FL 32835

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: January 7, 2002	
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)	
Ž	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.	
Signature	Signed this	
	OR	
(By a director if adopted by the directors)		
(by a director if adopted by the directors)		
	OR	
	(By an incorporator if adopted by the incorporators)	
	RICARDO A. VEIGA-GARCIA	
	(Typed or printed name)	
	DIRECTOR, PRESIDENT	
(Title)		