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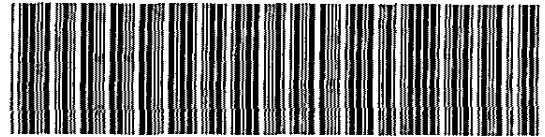
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TALLAHASSEE, FLORIDA

AMEND
CRB
11/2

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Leisure Association Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott Dooley

(Name of Contact Person)

FIA TRAVEL

(Firm/ Company)

7743 Sugar Bend DR

(Address)

Orlando FL 32819

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Scott Dooley

(Name of Contact Person)

at (407) 466-7925

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**SECOND ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FLORIDA LEISURE ASSOCIATIONS, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its already Amended Articles of Incorporation:

FIRST: The corporate capitalization of FLORIDA LEISURE ASSOCIATIONS, INC. states:

The maximum number of common shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$0.01).

SECOND: The corporate capitalization of FLORIDA LEISURE ASSOCIATIONS, INC. will be amended to state:

The maximum number of common shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of TEN CENTS (\$0.10).

4.1 All TEN THOUSAND (10,000) of the common shares shall be voting common shares, and

4.2 All holders of shares of common stock shall be identical with each other in every respect and the holder of the voting common shares shall be entitled to have unlimited voting rights on all shares and shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote, and,

4.3 All holders of common stock, upon the Dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation. The Corporation has no preferred stock and thus no preferred Shareholders.

THIRD: The Officers of the Corporation are as follows:

President:	Edward L. Windsor
Vice President:	Jesse J. Wedick
Secretary:	Alan P. Perdomo
Treasurer:	Edward L. Windsor

FOURTH: The Officers of the Corporation shall be amended to state:

President:	Scott Dooley
Vice President:	Scott Dooley
Secretary:	Scott Dooley
Treasurer:	Scott Dooley

FIFTH: President, Edward L. Windsor does hereby resign his position with the Corporation, and does hereby turn in all of his stock certificates and interest in and to the Corporation over to Scott Dooley, now President and Treasurer of the Corporation. Jesse J. Wedick does hereby resign his position with the Corporation, and does hereby turn in all of his stock certificates and interest in and to the Corporation over to Scott Dooley, now Vice-President of the Corporation. Alan P. Perdomo does hereby resign his position with the Corporation, and does hereby turn in all of his stock certificates and interest in and to the Corporation over to Scott Dooley, now Secretary of the Corporation.

SIXTH: Pursuant to an agreement between the Shareholders, Scott Dooley and Phoelicia Daniels do hereby take over and purchase the complete interest, and any and rights appurtenant thereto, of the Corporation, and the above mentioned agreement, and this Amended Articles of Incorporation, do hereby divest Edward L. Windsor, Jesse J. Wedick, and Alan P. Perdomo of any and all interest, rights, or liabilities in and to the Corporation.


SEVENTH: Scott Dooley shall be issued seventy-five percent (75%), or seven-thousand five-hundred (7500) shares of voting stock. Phoelicia R. Daniels shall be issued twenty-five percent (25%), or two-thousand five-hundred shares of voting stock. Phoelicia R. Daniels shall thus be entitled to receive twenty-five percent (25%) of all net profits of the Corporation.

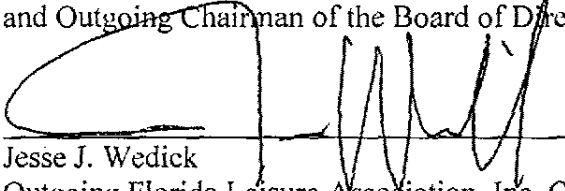
EIGHTH: The date of the adoption of this amendment is September 15, 2004.

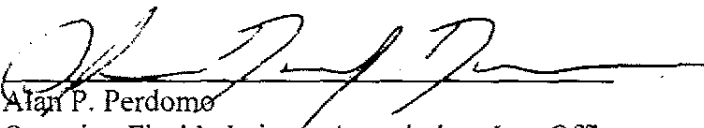
NINTH: This Amendment, and any and all attachments thereto, was approved by the shareholders after notice and meeting. The number of votes cast for the Amendment was sufficient for approval.

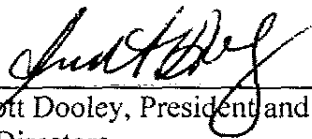
TENTH: This amendment shall be effective upon the filing of these Second Articles of Amendment to Articles of Incorporation with the Secretary of State of the sovereign State of Florida.

Signed this 15th of September, 2004.



Edward L. Windsor, Outgoing President
and Outgoing Chairman of the Board of Directors

Jesse J. Wedick
Outgoing Florida Leisure Association, Inc. Officer

Alan P. Perdomo
Outgoing Florida Leisure Association, Inc. Officer

Scott Dooley, President and Chairman of the Board
of Directors