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Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : MIDLAND ENTERPRISES, INC./PA ASSOCIATES  
Account Number : 119290000034  
Phone : (954)565-7723  
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BASIC AMENDMENT

MAGDA TOURS & TRAVELS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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Amendment  
08/04/03

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

**MAGDA TOURS & TRAVELS, INC.**

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 VI: Board of Directors: Directors are amended to note the resignation of Michael Sclafani as Director and President. Directors are amended to note the election of Debra Williams as Director and President. The names and the addresses of the Corporation's Directors are:

Name:	Address
Debra Williams	2150 N.W. 87 Lane, Sunrise FL 33322
Larry Williams	2150 N.W. 87 Lane, Sunrise FL 33322
Magda Sclafani	4631 Thomas Street, Hollywood FL 33021

**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:

Amendment to the Subscribers - Shall be amended to reflect the changes in the shareholding and shall be as follows:

Name	Address	Shares	%
Debra Williams	2150 N.W. 87 Lane, Sunrise FL 33322,	5	5
Larry Williams	2150 N.W. 87 Lane, Sunrise FL 33322	60	60
Magda Sclafani	4631 Thomas Street, Hollywood FL 33021	35	35

**THIRD:** The date of each amendment's adoption: June 20th, 2003

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

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

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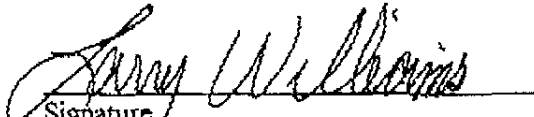
The amendment(s) was/ere approved by the shareholders through voting groups.  
The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

- X The amendments were approved 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 20<sup>th</sup> day of June, 2003



Signature

Larry Williams

Chairman of the Board of Directors,