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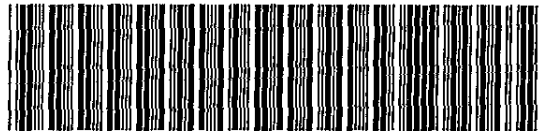
(Business Entity Name)

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04 JAN 16 AM 11:42

SECRETARY OF STATE
AT LARGESSE, FLORIDA

Name chg.

gmm

1/22/04

SCUDERI & CHILDS

Attorneys and Counselors at Law

ROYAL PALM MALL

983 NORTH COLLIER BOULEVARD

MARCO ISLAND, FLORIDA 34145

REPLY TO: P. O. BOX 109, MARCO ISLAND, FL 34146-0109

SALVATORE C. SCUDERI

DONALD G. CHILDS

TELEPHONE 239 / 394-3166

FAX 239 / 642-5657

Via UPS Overnight Mail

January 15, 2004

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

RE: Atlantis Luxury Destinations, Inc.

Dear Sir:

Enclosed please find for filing Articles of Amendment to the Articles of Incorporation for the above referenced corporation, in duplicate.

Also enclosed is check in the amount of \$35.00 to pay of the necessary filing fee.

Please file the enclosed Articles as soon as possible and thereafter return a filed copy to our office.

Thank you for your attention to this matter.

Sincerely,
SCUDERI & CHILDS



Donald G. Childs
DGC/II

enclosures

cc: Atlantis Luxury Destinations, Inc., Attn: Robert Hayden

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ATLANTIS LUXURY DESTINATIONS, INC.**

FILED

04 JAN 16 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 thru 607.1005 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **Atlantis Luxury Destinations, Inc.**
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the Stockholders of the Corporation eligible to vote by the execution of a written statement manifesting, their intention that such amendment be adopted, dated the 14th day of January, 2003, in the manner prescribed by Section 607.1003 thru 607.1005 of the Florida Business Corporation Act.

Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

The name of the corporation shall be ATLANTIS TRANSPORTATION CORPORATION.

3. The foregoing Amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 14th day of January, 2004.

ATLANTIS LUXURY DESTINATIONS, INC.

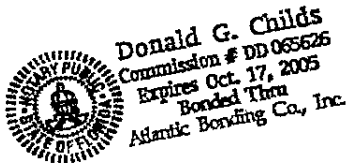
By: 

Brian Spalding, Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing was acknowledged before me this 14th day of January, 2004
by Brian Spalding, Vice President of Atlantis Luxury Destinations, Inc., who is personally
known to me or has produced _____ as
identification.

Sworn to and subscribed fore me this 14th day of January, 2004.



Donald G. Childs
Notary Public
DONALD G. CHILDS
Printed Name