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Jorge L. Gurián, P.A.

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Division of Corporations

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEMISPHERE DESTINATIONS, 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: Amendments adopted:

Article II is hereby amended to read as follows: The main address and principal place of business of this corporation shall be: 177 Ocean Lane Dr. Apt 414, Key Biscayne, Fl, 33149-1426.

Article VII is hereby amended to read as follows: The names and addresses of the initial directors of the corporation are as follows: Gilles Dandrieux & Sabrina Geerinckz, 177 Ocean Lane Dr. Apt 414, Key Biscayne, Fl, 33149-1426.

Article VIII is hereby amended to read as follows: The names and addresses of the initial officers of the corporation are as follows: Gilles Dandrieux, President & Secretary and Sabrina Geerinckz, Vice President, 177 Ocean Lane Dr. Apt 414, Key Biscayne, Fl, 33149-1426.

SECOND: The date of the amendment's adoption was December 12th, 2006

THIRD: Adoption of Amendment:

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

Signed this 12th day of December, 2006.


GILLES DANDRIEUX
PRESIDENT

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