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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 7/14/06
WZ

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ILLUSTRATED ESCAPES, INC.**

FILED
06 JUL -5 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ILLUSTRATED ESCAPES, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts an amendment to its Articles of Incorporation of February 3, 2006, as hereinafter set forth.

1. The Corporation has not yet issued shares.
2. Pursuant to sections 607.1005 and 607.1006 of the Florida Statutes, on June 29, 2006, the Board of Directors of the Corporation, in accordance with section 607.0821, Florida Statutes, unanimously adopted an amendment to Article I of the Articles of Incorporation of the Corporation. Shareholder action is not required.
3. Article I is deleted in its entirety and the following is substituted therefor:


**ARTICLE I
NAME**

The name of this Corporation shall be:

HUMPHREY ENTERPRISES, INC.

4. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this _____ day of June, 2006.



Stephen H. Humphrey, Director

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ILLUSTRATED ESCAPES, INC.**


The undersigned, being all of the members of the Board of Directors of the Illustrated Escapes, Inc. (the "**Corporation**"), pursuant to §§607.0821, 607.1005 and 607.1006, Florida Statutes, do consent to and take the following action in lieu of holding a meeting of the Board of Directors of the Corporation at which all directors were present, to have the same effect as action taken at a duly called meeting of the Board of Directors of the Corporation:

Amended and Restated Articles of Incorporation.

The Articles of Amendment to the Articles of Incorporation of the Corporation, in the form attached hereto as Exhibit A and incorporated herein, changing the name of the Corporation to Humphrey Enterprises, Inc., are hereby adopted and approved.

Execution of this document by the undersigned, being all of the members of the Board of Directors of the Corporation pursuant to §607.0821, Florida Statutes, and the subsequent insertion of this document in the minute book of the Corporation, waives any requirement of a formal annual meeting of the Directors to conduct the business referred to herein.

Dated this 29th day of June, 2006.



Stephen H. Humphrey, Director



Ava I. Humphrey, Director