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Division of Corporations

p. 1

Page 1 of 1

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AUTO TOURS INTERNATIONAL, CORP.**

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SECOND AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AUTO TOURS INTERNATIONAL, CORP.

The undersigned, being the President of, Auto Tours International, Corp. (the "Corporation") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article IV. Capital Stock is hereby amended to read as follows:

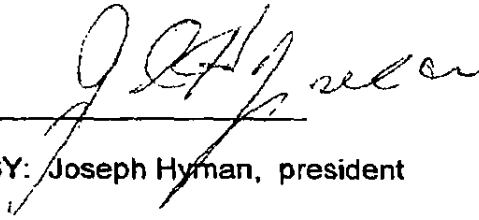
4.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is one million and one hundred thousand shares (1,100,000) shares consisting of one million (1,000,000) shares of common stock, \$0.01 par value and 100,000 shares of preferred stock, \$0.01 par value.

4.2 Rights for Preferred Shares: The Board of Directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each series.

4.3 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on October 30, 2012. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 30th day of October 2012.


BY: Joseph Hyman, president