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May 3, 1999

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

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-05/06/99--01046--012
*****87.50 *****43.75

RE: Amendment of Articles of Incorporation
B 2 TOUR'N TRAVEL, INC.

Dear Sir or Madam:

Enclosed herewith are the Articles of Amendment of B 2 TOUR'N TRAVEL, INC., changing the name of that corporation to B2 International Tour & Travel. We also enclose the statement of all of the shareholders of the corporation consenting to this amendment of the articles of incorporation together with our check in the sum of \$87.50 for the fee for this filing and the cost of a certified copy.

Please file the Articles of Amendment and provide us with a certified copy of the filing.

Thank you for your assistance.

Should you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,


MARK O. COOPER

NC
5-13-99
DHS

MOC:elm

cc: B 2 Tour'n Travel, Inc..

Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT OF
B 2 TOUR 'N TRAVEL, INC.**

Article I of the Articles of Incorporation of B2 Tour 'n Travel, Inc., is hereby amended to read:


ARTICLE I

Name : The name of this corporation is B2 International Tour & Travel, Inc.

The foregoing amendment as adopted by the shareholders of this corporation of the 05th day of March, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment of this 29th day of March, 1999.

WITNESSES:


Vera R. Duarte
President and Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

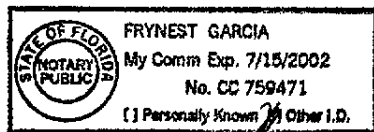
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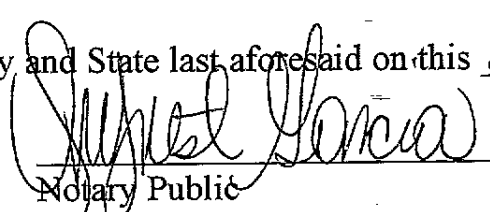
FILED

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared VERA R. DUARTE, personally known to me or has presented D630-876-48-550-0 as identification, as President and Secretary of B2 Tour 'n Travel, Inc., who after first being duly sworn, deposes and says that she has executed the foregoing Articles of Amendment of B2 Tour 'n Travel, Inc., for the conditions and purposes therein expressed, under full authority of said Corporation.

WITNESS my hand and seal in the County and State last aforesaid on this 29th day of March, 1999.




Notary Public

Frynest GARCIA
Printed or typed name of notary

My Commission Expires:

7/15/2002