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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~XXXX~~ ~~XXXXXX~~ *Greg*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: CAP TRAVEL, INC.
AUDIT NUMBER.....H98000008825
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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Cap Travel, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Cap Travel, Inc. to Suxess Marketing and Travel, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Cap Travel, Inc.

By: 

Name: Greg K. Kuroda

Title: Assistant Secretary

Date: 5/11/98

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