10/01/97

((H97000016293 7)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: TICKETS ARE US TRAVEL, INC. AUDIT NUMBER...... H97000016293

DOC TYPE..... BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

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NUM

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Amend men 10/1/97

OC1-01-1997 10:45 FROM

H97000016293 ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Tickets are us TraveL, INC,

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Edwardo MoJena is elected Resident Secretary, and director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued ahares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 9-30-97.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and the shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were approved by the shareholders through voting groups.

The amendment(s) was/were approved by the shareholders through voting groups.

The amendment(s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval

By

(voting group)

Signed this ____day of ______

separately on the amendment(s).)

TICKETS ARE US TROVEL, INC.

By Edurando Mas

(Chairman or Vicuchairman or the coare of greenis, president or other officer if adopted by the share holders) (a director of incorporator if adopted by the directors or incorporators)

Edwardo MeJENA

Presidentification of incorporation of incorporations)

JOSE NAE 3899 NW 7TH STREET SUITE 203 MIAMI, FL 33126 (305) 541-3980

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