11/04/98

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

\_ FAX #: (305)541-3770

NAME: TICKETS ARE US TRAVEL, INC.

AUDIT NUMBER...... H98000020527 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

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FIRST: Amendment(s) adopted:

## H98000020527

## ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION

Pursuant to the provisions of section 607,1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

Albert NAE is elected the New President, Secretary schairman and Treasurer
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:
THIRD: The date of each amendment's adoption: 10/1/98.  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 sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting groups.
(The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)
The number of votes east for the amendment(s) was/were sufficient for approval  By
(Voting group)  Signed this 1 54 day of 0 4 6 6 7 19 9 8
Trekets ARE US Travel, INC.
(chairman or vice-chairman of the board of directors, president or other officer if adopted by the share holders) (a director of incorporator if adopted by the directors or incorporators)
(a director of incorporator if adopted by the directors or incorporators)  Albert NAE  (typed or printed name)  (title)
JOSE NAE
3899 NW 7 <sup>TH</sup> STREET SUITE 203 MIAMI, FL 33126 ++9800000000000000000000000000000000000