

P94000071927

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Holiday Travel II, Inc.

7/30/97
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Signature _____

Requested by: DR 7:30 10:00
Name Date Time

Walk-In _____ Will Pick Up _____

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****105.00 *****35.00

Art of Inc. File _____
LTD Partnership File Amend
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
/ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
97 JUL 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JUL 30
DIVISION 1

ARTICLES OF AMENDMENT
HOLIDAY TRAVEL II, INC.

The Officers and Directors listed in the Appointment of Resident Agent Section shall be and are hereby amended to read as follows:

	<u>Officers</u>
President	Lucien Trip
Vice-President	Lucien Trip
Secretary	Lucien Trip
Treasurer	Lucien Trip

The foregoing amendment was adopted by unanimous consent of the Stockholders and Directors of the Corporation on this 28 day of MAY, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this _____ day of _____, 1997.

HOLIDAY TRAVEL II, INC.

By: [Signature]
Deborah Shenkman
President

STATE OF FLORIDA
COUNTY OF BREVARD:

BEFORE ME, the undersigned authority, personally appeared Deborah Shenkman, known to me to be the person who executed the foregoing Articles of Amendment and he/she acknowledged before her executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of MAY, 1997.

[Signature]
Notary Public LINDA OHLIN
My commission expires:



LINDA OHLIN
My Comm Exp. 4/27/2001
Bonded By Service Ins
No. CC614820
[] Personally Known [] Other I.D

FILED
97 JUL 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF A SPECIAL MEETING
OF THE STOCKHOLDERS AND DIRECTORS OF
HOLIDAY TRAVEL II, INC.

A special meeting of the Stockholders and Directors of Holiday Travel II, Inc. was held at the offices of the corporation, 300 Barlow Avenue, Cocoa Beach, Florida 33931, on the 28th day of May, 1997 at 2:00 p.m.

Present at the meeting were the following persons:

Deborah Shenkman

Deborah Shenkman presided as Chairman and acted as Secretary of the meeting. The Chairman called the meeting to order and stated that a quorum of the Stockholders and Directors were present and read a Waiver of Notice that the meeting signed all of the Stockholders and Directors of the corporation, which was ordered to be made a part of the Minutes of this meeting.

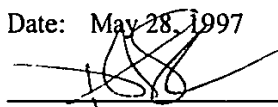
Whereas, the following issues were brought up for discussion, voted on and

RESOLVED AS FOLLOWS:

1. That the following be added as an Officer of Holiday Travel II, Inc.:

Lucien Trip - President
Lucien Trip - Vice-President
Lucien Trip - Secretary
Lucien Trip - Treasurer

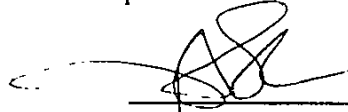
Date: May 28, 1997



Deborah Shenkman

CERTIFICATION BY CORPORATE PRESIDENT

I hereby certify that a Special Meeting of the Stockholders and Directors of Holiday Travel II, Inc. was held on the 28th day of May, 1997 at 2:00pm of that day and that at such meeting, all of the Stockholders and Directors were present and waived notice of such meeting.

A handwritten signature in dark ink, appearing to be 'DS' with a flourish, is written over a horizontal line.

Deborah Shenkman

**WAIVER OF NOTICE OF SPECIAL MEETING OF
DIRECTORS AND STOCKHOLDERS OF
HOLIDAY TRAVEL II, INC.**

The undersigned, being all of the Directors and Stockholders of Holiday Travel II, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Directors and Stockholders of said corporation, and the publication thereof, and consent that the meeting shall be held at the offices of the corporation, 300 Barlow Avenue, Coco Beach, Florida 33931 on May 28, 1997 at 11:00 a.m. of that day, and consent to the transaction of any and all business that may properly come before said meeting.



Deborah Shenkman