## P94000078490

PHILIP & FABIAN INT'L., INC.

18350 N. W. 2nd AVE., SUITE 401

MIAMI, FLORIDA 33169

PH: 305-654-0250

ASTERIAL AMOON

Division of Corp. Secretary of State Tallahasse Florida

900002336359--2 --11/03/97--01105--005 \*\*\*\*\*\*35.00 \*\*\*\*\*\*35.00

Dear Sir,

Enclosed is an amendment to Article I of the article of Incorporation for Philip & Fabian International Inc. Also enclosed is a check in the amount \$35 to cover the filing fee. Please send reply to that Water Travel Nation International, Inc. at the above address.

Sincerely,

Philip Oviasogie, President.

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

FILED 97 NOV -3 AM 10: 01 SECKETARY OF SM

PHILIP AND FABIAN INTERNATIONAL, INC. SEE FLORIDE

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being (amended) added or deleted)

ARTICLE I - Name

TRAVELNATION INTERNATIONAL, INC.

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:  | T          | he date of each amendment's adoption: 10/17/97  |
|---------|------------|---|
| FOURTE  | <b>I</b> : | Adoption of Amendment(s) (CHECK ONE)  |
| ٦       | 3          | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.   |
| (       | <b></b>    | 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 cast for the amendment(s) was/were sufficient  |
|         |            | for approval byvoting group   |
|         |            | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.   |
| )       | A          | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.  |
|         | S          | igned this day $177^{H}$ of $0CTOBER$ , 1997.   |
| Signatu | re         | (By the Chairman or Vice Chairman of the Board of Directors President or other officer if adopted by the shareholders)  |
|         |            | OR  |
|         |            | (By a director if adopted by the directors)   |
|         |            | OR  |
|         |            | (By an incorporator if adopted by the incorporators)  |
|         |            | PHILIP OVIASOGIE  Typed or printed name   |
|         |            | PRESIDENT/INCOrporator  |