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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: TOUR EXPRESS CORP.
AUDIT NUMBER.....H97000010740
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 3
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FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TOUR EXPRESS CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE PRESIDENT WILL BE:
TANEO CAMPOS
- 2 - THE NEW VICE-PRESIDENT WILL BE:
REGGIS GONÇALVES CARLINI DE SOUZA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 30 1997

PREPARED BY THE LAW OFFICES OF ALAN S. HILLICK
ALAN S. HILLICK # 224278
141 NORTHBART 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

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FORTH

ADOPTIONS AMENDMENTS:

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND 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 THE APPROVAL.

THE AMENDMENT(S) WAS / WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS / WERE SUFFICIENT FOR APPROVAL. BY _____

(Voting group)

SIGNED THIS JUNE 30 1997

BY _____
(INCORPORATOR - PRESIDENT)

Typed or printed name: TANEO CAMPOS
Title :PRESIDENT

PREPARED BY THE LAW OFFICES OF ALAN S. OLINICK
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