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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (954) 523-2626

ACCT#: 076060003657

FAX #: (954) 523-5306

NAME: EUROPA TRAVEL, INC.

AUDIT NUMBER.....H97000017588

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

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10/23/97

11:11

LAW OFFICES

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10/22/97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1997

EUROPA TRAVEL, INC.
835 BENTWATER CR
201
NAPLES, FL 34108US

SUBJECT: EUROPA TRAVEL, INC.
REF: P96000040762

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Darlene Connell
Corporate Specialist

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FAX AUDIT NUMBER:H97000017588

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
EUROPA TRAVEL, INC.

FILED
97 OCT 24 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article ONE of the Articles of Incorporation of EUROPA TRAVEL, INC. is amended to read as follows:

ARTICLE ONE

The name of the Corporations is F-PAK INTERNATIONAL, INC.

2. Article SIX of the Articles of Incorporation is hereby deleted in its entirety.

The forgoing Amendments were adopted by a vote of a sufficient number of the Directors and Shareholders of this Corporations necessary for approval, on the 17th day of October, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, have executed these Articles of Amendment on the 17th day of October, 1997.

Attest:


Mark Anthony, Assistant Secretary

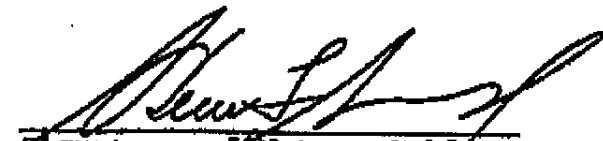

Dominick Pope, President

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000017588

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STATE OF NEW YORK } ss:
COUNTY OF NEW YORK

ON October 17th, 1997, BEFORE ME, a Notary Public, in and for the State of New York, personally appeared, Dominick Pope and Mark Anthony, to me personally known and known to me to be the President and Assistant Secretary, respectively of Europa Travel, Inc. who signed the foregoing Articles of Amendment, and acknowledge the execution thereof to be their free act and deed for the uses and purpose therein mentioned.


Signature of Notary Public
STEVEN L. SMKING
Notary Public, State of New York
No. 30-403882
Qualified in Nassau County
Commission Expires March 30, 1998
Typed/Printed Name of Notary

FAX AUDIT NUMBER:H97000017588