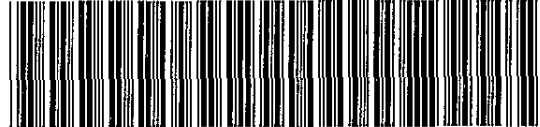


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Amend

01/29/04--01034--022 **35.00

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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FANTASY TOURS OF MIAMI, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES INCORPORATION
OF**

FILED
04 JAN 29 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FANTASY TOURS OF MIAMI, Inc.

(Present Name)

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

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

Directors shall now read as follows:

ADD: **JOELVIS A. PENA - (PRESIDENT)**
 4300 NW 32nd Ave. Miami, FL 33142

Delete: **GUSTAVO FELICEVICH - (OLD-PRESIDENT)**

New Registered Agent:

JOELVIS A. PENA
4300 NW 32nd Ave. Miami, FL 33142

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: January 27th, 2004

FOURTH: Adoption of Amendment(s) (check one)

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 for each voting group entitled to vote separately on each amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 27 day of January, 2004

Signature: _____

(By the Chairman or Vice-Chairman of the 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)

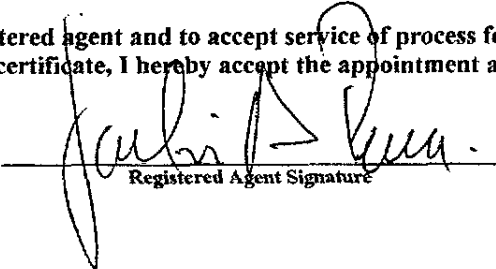
GUSTAVO FELICEVICH

Typed or Printed Name

PRESIDENT

Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent.



Registered Agent Signature