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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/23/97--01049--006
*****87.50 *****87.50

Re: Amendment to Articles of Incorporation of
Vacation Store of Miami, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of an Amendment to the
Articles of Incorporation of the Vacation Store of Miami, Inc.
which changes the name to VACATION TOURS, INC.

We are also enclosing this firm's check in the amount of
\$87.50, representing: (1) filing fee of \$35.00; and (2) \$52.50 for
a certified copy of the Amendment. A self addressed stamped
envelope is also enclosed for your convenience in returning the
copy to this office.

Thank you for your prompt attention to this matter.

Very truly yours,

John R. Allison, III

JRA:ah
Enclosures as indicated
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AMENDMENT TO ARTICLES OF INCORPORATION

OF

VACATION STORE OF MIAMI, INC.

The undersigned, being all of the directors of Vacation Store of Miami, Inc. (the "Corporation"), hereby present this Amendment to Articles of Incorporation to the Secretary of State of the State of Florida as and for an amendment to the Articles of Incorporation of the Corporation under the laws of the State of Florida.

ARTICLE I

Article I of the Articles of Incorporation filed with the Secretary of State of the State of Florida on October 7, 1996, which designated the name of the Corporation as Vacation Store of Miami, Inc. is hereby amended, and hence forth the Corporation shall be known as Vacation Tours, Inc.

ARTICLE II

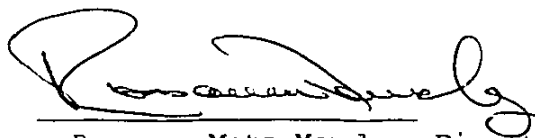
The date this amendment was adopted by the shareholders and approved by the board of directors was September 8, 1997. This amendment was approved by all of the shareholders, each of whom cast his outstanding shares as affirmative votes for the approval of this amendment, and such vote by the shareholders was sufficient for

approval of this amendment in accordance with the Articles of Incorporation and By-Laws of the Corporation.

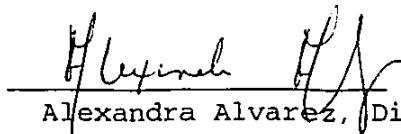
ARTICLE III

This amendment is executed, approved and made effective by the board of directors pursuant to the aforesaid shareholder action.

IN WITNESS WHEREOF, the undersigned have hereunto executed this Amendment to Articles of Incorporation this 30th day of September, 1997, at Miami, Florida.



Rosanna Metz Mendez, Director



Alexandra Alvarez, Director
