

**SCHNEIDER
& HEFFNER**
Attorneys at Law

Harvey R. Schneider
Adam G. Heffner

1900 Corporate Boulevard, N.W.
Suite 301 - West Building
Boca Raton, Florida 33431

Telephone: 561-241-5551
Telecopier: 561-241-5699

November 27, 1996

Division of Corporations
Attention: Amendments
P.O. Box 6327
Tallahassee, Florida 32314

800002018148--5
-12/03/96-01120--016
*****35.00 *****35.00

Re: WCN Travel, Inc.

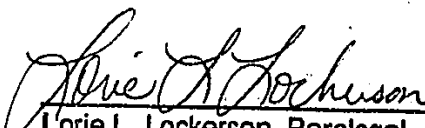
To whom it may concern:

Enclosed please find a Articles of Amendment to Articles of Incorporation on the above-referenced corporation together with a check in the sum of \$35.00 representing the required filing fee. Also enclosed is a copy of the Amendment which we would appreciate your stamping "filed" and returning to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me. Thanking you advance for your cooperation.

Very truly yours,

SCHNEIDER & HEFFNER


Lorie L. Lorkerson, Paralegal
to Harvey R. Schneider

/III
Enclosures

SH/K
NC

FILED
97 JAN -2 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

Lorie L. Lockerson
Schneider & Heffner
1900 Corporate Blvd., N.W., Suite 301
Boca Raton, FL 33431

SUBJECT: WCN TRAVEL, INC.
Ref. Number: P96000085278

We have received your document for WCN TRAVEL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00054835

**SCHNEIDER
& HEFFNER**
Attorneys at Law

*Harvey R. Schneider
Adam G. Heffner*

1900 Corporate Boulevard, N.W.
Suite 301 - West Building
Boca Raton, Florida 33431

Telephone: 561-241-5551
Telecopier: 561-241-5699

December 31, 1996

Division of Corporations
Attention: Steven Harris
P.O. Box 6327
Tallahassee, Florida 32314

Re: WCN Travel, Inc.
Letter Number: 396A00054835

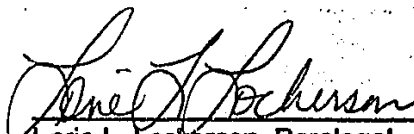
Dear Mr. Harris:

Enclosed please find a corrective Articles of Amendment to Articles of Incorporation on the above-referenced corporation, pursuant to your letter dated December 6, 1996 (a copy attached hereto). Please file the Amendment as soon as possible and return same to our office at your earliest possible convenience.

If you have any questions, please do not hesitate to contact me. Thanking you advance for your cooperation.

Very truly yours,

SCHNEIDER & HEFFNER


Lorie L. Lockerson, Paralegal
to Harvey R. Schneider

/s/
Enclosures

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
WCN TRAVEL, INC.**

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:

1. The name of the Corporation to which these Articles of Amendment relate is WCN Travel, Inc.
2. The following Amendment is hereby duly adopted in compliance with applicable law, and the Articles of Incorporation and/or By-Laws, to be effective immediately:

Article I of the Corporation's Articles of Incorporation dated October 8, 1996 shall be amended to change the name of the Corporation to WC Travel, Inc.

3. The date of the amendment's adoption was November 25, 1996.
4. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 31st day of December, 1996

WCN TRAVEL, INC.,
a Florida corporation

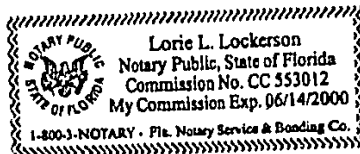
By: [Signature]
Mark Friedlander, sole director

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of December, 1996 by Mark Friedlander, as sole director, of WCN Travel, Inc. on behalf of the corporation who is personally known to me or who has produced N/A and who did not take and oath.

[Signature]
Notary Public
Print Name: LORIE L. LOCKERSON

My Commission Expires:



FILED
97 JAN -2 AM 10:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA