

P97000001722

RUIZ & CO., INC.

1665 West 68 Street, Ste #206
Hialeah, Florida 33014

City/State/Zip

Phone #

Office Use Only

FILED
97 MAR -6 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

200002106342--3
-03/06/97--01092--010
*****35.00 *****35.00

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

VS MAR 10 1997
Amend

Examiner's Initials

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

FILED
97 MAR -6 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VARADERO INTERNATIONAL TRAVEL, INC.

Persuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added of deleted)*

ADDITIONS:

ARTICLE V OFFICERS DIRECTORS

Leticia Mendez

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: March 3rd, 1997

FOURTH: Adoption of Amendment(s):

X .The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.

. The amendment(s) was/were approved by the shareholders through voting groups.

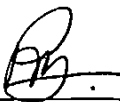
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

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

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

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

Signed this 3rd day of March 1997.

Signature:  _____
(By the Chairman or Vice Chairman of the Board of Directors,
president or other officer of adopted by the shareholders)
OR
(By the director of adopted by the directors)
OR
(By the incorporator if adopted by the Incorporators)

**ROBERTO MENDEZ
PRESIDENT**

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 AND AGREE TO ACT IN THIS CAPACITY.

SIGNATURE

Date: