

P97000007093

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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DANIEL D. WHITAKER

November 19, 1997

TELEPHONE: (813) 221-8210
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Corporate Records Bureau
The Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/21/97--01023--001
*****35.00 *****35.00

Re: Phoenix Tours & Travel Corp.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Phoenix Tours & Travel Corp. Please file the original Articles of Amendment and certify and return the copy to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy R. Barnes, Paralegal

NRB/trh
Enclosures

cc: Phoenix Tours & Travel Corp.

FILED
48 JAN -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 5 1998

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December 31, 1997

TELEPHONE: (813) 221-8210

FACSIMILE: (813) 221-1430

Thelma Lewis, Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Reference No. P97000007093
Phoenix Tours and Travel Corp.


Dear Ms. Lewis:

Returned to you herewith are Revised Articles of Amendment to the Articles of Incorporation of Phoenix Tours and Travel Corp. Our client has selected a new name, Phoenix Investment Corp., and we are resubmitting the Articles of Amendment for Processing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.



Nancy R. Barnes, Paralegal

NRB/trh
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

NANCY R. BARNES, PARALEGAL
CAREY, O'MALLEY, WHITAKER & MANSON, P.A.
P. O. BOX 499
TAMPA, FL 33601-0499

SUBJECT: PHOENIX TOURS AND TRAVEL CORP.
Ref. Number: P97000007093

We have received your document for PHOENIX TOURS AND TRAVEL CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00056766

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PHOENIX TOURS AND TRAVEL CORP.

FILED

98 JAN -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is PHOENIX TOURS AND TRAVEL CORP.
2. The following amendment of the Articles of Incorporation was duly adopted by the stockholder and the Board of Directors of the corporation in the manner prescribed by the Florida Business Corporation Act:

Article I is amended by deletion of the entire text thereof, and by substitution of the following Article I:

Name

The name of this corporation is Phoenix Investment Corp.

3. The date of adoption of the amendment is November 17, 1997.
4. The designation of each voting group entitled to vote separately on the amendment is as follows:

common stockholders

5. The number of votes cast by the voting group entitled to vote on the amendment was sufficient for approval by that group.

Dated: December 29, 1997.

PHOENIX TOURS AND TRAVEL CORP.
now known as PHOENIX INVESTMENT CORP.

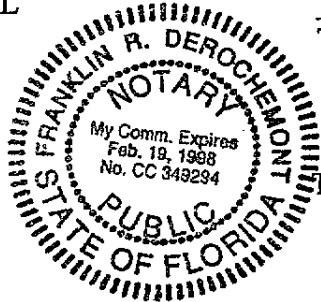
By: 
John D. Stanton, President

Attest: 
Edith Shuptrine, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of December, 1997 by John D. Stanton, as President of Phoenix Investment Corp., a Florida corporation, on behalf of the corporation.

SEAL



Franklin R. DeRochemont
Type, Print or Stamp Name of Notary

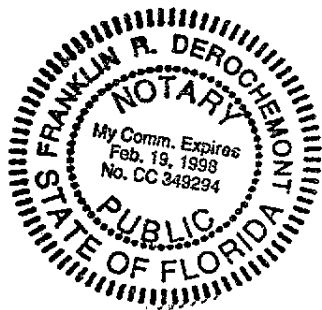
Personally Known X
Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of December, 1997 by Edith Shuptrine, as Secretary of Phoenix Investment Corp., a Florida corporation, on behalf of the corporation.

SEAL



Franklin R. DeRochemont
Type, Print or Stamp Name of Notary

Personally Known X
Produced Identification _____

Type of Identification Produced _____