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AVAILABLE BY APPOINTMENT
SUNTRUST BUILDING
MARCO ISLAND, FLORIDA
(ALL CORRESPONDENCE TO NAPLES)

March 25, 1998

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

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-03/30/98--01024--003
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of Marco Polo Travel.com, Inc.

To the Secretary:

Enclosed please find the original and one copy of an Amendment to the Articles of Incorporation of Marco Polo Travel.com, Inc. Also enclosed is a check made payable to the Secretary of State, in the amount of \$35.00, to cover the cost of filing the Amendment.

Please file the original and time-stamp and return the copy to me at the above Naples address.

Thank you for your time and attention to this matter.

Yours very truly,

Eugene Greener, Jr.
Eugene Greener, Jr.

EG/ds
Enclosures

cc: Ms. Linda Cohen

FILED
98 MAR 30 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WJH
DEC
4/2

AMENDMENT TO ARTICLES OF INCORPORATION

OF

MARCO POLO TRAVEL.COM, INC.

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,500,000

All other articles shall remain the same.

Linda M. Cohen Pres.
Linda M. Cohen, President

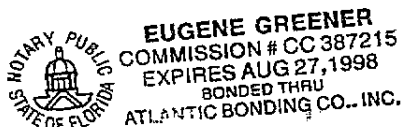
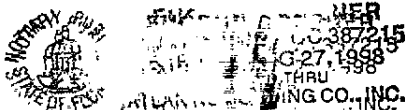
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Linda M. Cohen, X who is personally known to me, or ___ who has produced a driver's license as identification, who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 23 day of February, 1998.

My commission expires:

Eugene Greener
NOTARY PUBLIC, STATE OF FLORIDA
EUGENE GREENER
Notary Public - Print Name



APPROVAL BY STOCKHOLDERS

The undersigned, being the stockholders of the foregoing Corporation, hereby approve the change in the amount of outstanding shares of Marco Polo Travel.com, Inc. The date of adoption of the Amendment is February 23, 1997.

Linda M. Cohen
Linda M. Cohen

Eugene Greener
Eugene Greener

Norman R. Tengstrom
Norman R. Tengstrom

Eleanor G. Tengstrom
Eleanor G. Tengstrom

Berthold Holly
Berthold Holly