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

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ORLANDO'S ATTRACTION TICKET WHOLESALERS + Services, Inc. (present name)

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:

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

ORLANDO'S ATTRACTION TICKETS + TRAVEL SUS. INC.



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: 2 2 99
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
~	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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.
Signature	Signed this 22 ^{NB} day of FEBRUARY, 1999.
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR SET TO
	(By a director if adopted by the directors)
	OR I
	(By an incorporator if adopted by the incorporators)
	CHRISTINE ELIZABETH BIRD Typed or printed name
	PRESIDENT Title