

SAMUEL L. LEPRELL

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 353-4433

P97000057025

May 25, 1998

100002540521--7
-05/29/98-01034-002
*****35.00 *****35.00

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

RE: Pedestrian Tours, Inc.
Charter No. P97000057025

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$35.00, representing the filing fees as follows:

Please date stamp the enclosed copy of the Articles of Amendment as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,

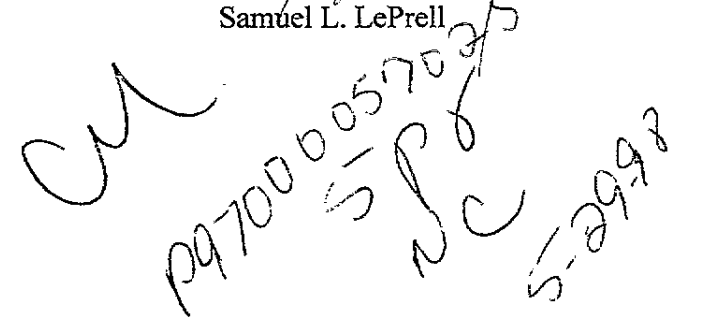

Samuel L. LePrell

SLL:cdw
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 29 AM 9:50

APPROVED
AND
FILED


901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 • FAX (904) 354-0660

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PEDESTRIAN TOURS, INC.

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned President and Secretary of PEDESTRIAN TOURS, INC., a corporation existing under the laws of the State of Florida, do hereby certify:

(a) The name of this corporation is PEDESTRIAN TOURS, INC.

(b) The amendment adopted is an amendment to Article First of the Articles of Incorporation of this corporation changing the name of this corporation to Pedestrian, Incorporated. The said amendment reads as follows:

"FIRST: The name of this corporation is Pedestrian, Incorporated.

(c) This amendment was adopted by unanimous consent of the Directors of this corporation and by the shareholders on the 21st day of May, 1998. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

PEDESTRIAN TOURS, INC.

By: _____

Roger S. Williams, II, President

ATTEST: _____

James Reynolds Draper, Secretary

(Corporate Seal)

98 MAY 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Roger S. Williams, II as President of Pedestrian Tours, Inc. to me well known and known by me to be the person who executed the above Certificate of Articles of Amendment on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 21st day of May, 1998.

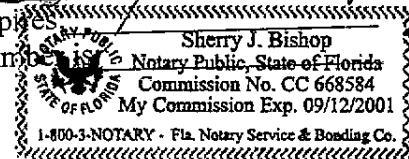
Sherry J. Bishop

Notary Public -- State of Florida

Printed Name: *Sherry J. Bishop*

My Commission Expires

My Commission Number



Approved:

[Signature]
Roger S. Williams, II
Director and Shareholder

[Signature]
James Reynolds Draper
Director and Shareholder

98 MAY 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE OF
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PEDESTRIAN TOURS, INC.

The undersigned, being the President and Secretary of the corporation, hereby certifies that:

1. The name of the corporation is PEDESTRIAN TOURS, INC.
2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State on the 27th day June, 1997 with an effective date of June 24, 1997. Its Charter Number is P97000057025.
3. In accordance with Florida Statute Section 607.1003, the Shareholders and the Directors have approved the Amendment to the Articles of Incorporation as attached hereto and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the parties hereto have affixed their hands this 21st of May, 1998.

PEDESTRIAN TOURS, INC.

By: 

Roger S. Williams, II, President

ATTEST: 

James Reynolds Draper, Secretary

98 MAY 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

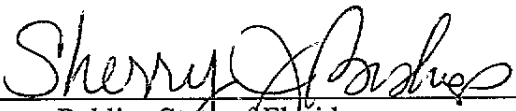
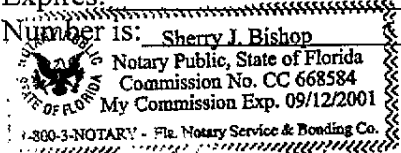
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Roger S. Williams, II as President and James Reynolds Draper as Secretary of Pedestrian Tours, Inc. to me and known by me to be the persons who executed the foregoing Articles of Amendment, and they acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 21st day of May, 1998.


Notary Public--State of Florida
Printed Name: Sherry J. Bishop
My Commission Expires: _____
My Commission Number IS: Sherry J. Bishop


APPROVED
AND
FILED
98 MAY 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA