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TRANSMITTAL LETTER

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

July 27, 2000

SUBJECT: Amendments to Articles of Incorporation for The Travel Office Inc.

Enclosed is an original and one copy of the Articles of Amendment, and a check for \$43.75 to cover the filing fee and one certified copy. Thank You.

Susan L. Williams

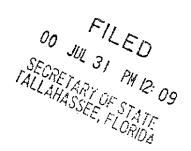
90 N. Prospect Dr.

Coral Gables FL 33133

Phone: 305-662-7876

AUG 4 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



The Travel Office, 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)

1. Article II is amended to reflect the new mailing address of the Corporation as:

The Travel Office Inc. 90 North Prospect Drive. Coral Gables FL 33133

2. Article III is amended to reflect the new address of the Registered Agent as:

Randall L. Sidlosca 100 S. Biscayne Blvd., Suite 800 Miami FL 33131

3. Article IV is amended to delete from the Board of Directors the names of Fredrick Morganthaler and Ava Rostant Christian, and to add the name of Keith C. Williams.

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:

THIDD. T	The data of and amount of the first 26 2000
•	he date of each amendment's adoption: July 26, 2000
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Ç¥X	The amendment(s) was/were approved by the shareholders. The number of votes cast 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 byv
	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 26 day of July, 2000, President
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Susan L. Williams
	Typed or printed name
	President
	Title