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July 9, 1999

P97000063509

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

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-07/12/99-01125-003
*****35.00 *****35.00

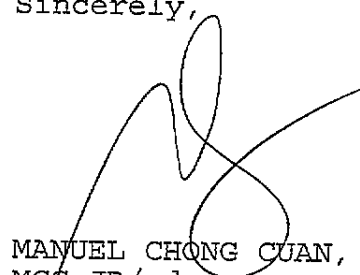
RE: NEW AGE 2 TRAVEL, INC.

Dear Sir or Madam:

Enclosed please find original and copy of Articles of Amendment to Article of Incorporation of NEW AGE 2 TRAVEL, INC., executed by ANTONIO J. PULIDO. A check made payable to Florida Department of State for \$35.00 to cover the filing is enclosed. Please file original and return the copy with the date and time of filing in the self addressed stamped envelope provided herein.

Thank you for your attention to this matter.

Sincerely,


MANUEL CHONG CUAN, JR., ESQ.
MCC JR/md
enclosure

Amend
7-16-99
BHS

FILED
99 JUL 12 PM 4:42
TALLAHASSEE, FLORIDA
DEPT. OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED

99 JUL 12 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW AGE 2 TRAVEL, INC.

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)

Article IV - Initial Registered Agent and Street Address shall be amended as follows:

The initial resident agent is deleted. The new resident agent and address is ANTONIO J. PULIDO, 7417 Collins Avenue, Miami Beach, Florida 33141.

Article VI - Designation of Officers/Directors shall be amended as follows:

The initial board of directors are hereby deleted. The following person is hereby designated.

ANGEL J. PULIDO, President, Treasurer, Secretary

7417 Collins Avenue
Miami Beach, FL 33141

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:

NONE

THIRD: The date of each amendment's adoption: July 9, 1999.

AP

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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):

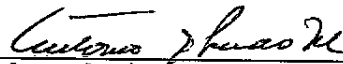
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"

_____ 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.

Signed this 9th day of July, 1999.

Signature



(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)

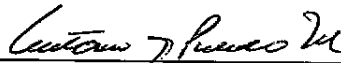
ANTONIO J. PULIDO

President



ACCEPTANCE OF NEW REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent, for said corporation/limited liability company.



ANTONIO J. PULIDO

FILED

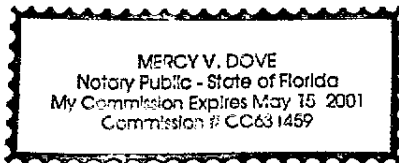
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this
9th day of July, 1999 by ANTONIO J. PULIDO, as President of
New Age 2 Travel, Inc., a Florida corporation, and he has
produced his Florida's Driver License as identification and who
did take an oath.

My Commission Expires:



Mercy V. Dove
NOTARY PUBLIC, STATE OF FLORIDA