

P97000092684

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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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BASIC AMENDMENT

AEROPOSTAL DESTINATIONS TRAVEL AGENCY INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 19, 2003

AEROPOSTAL DESTINATIONS TRAVEL AGENCY INC.
1101 BRICKELL AVENUE
NORTH TOWER STE 500
MIAMI, FL 33131

SUBJECT: AEROPOSTAL DESTINATIONS TRAVEL AGENCY INC.
REF: P97000092684

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Teresa Brown
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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03 NOV 19 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AEROPOSTAL DESTINATIONS TRAVEL AGENCY INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 VII: BOARD OF DIRECTORS

The name and address of the members of the Board of Director are:

President &:	RAMON LLAURADO	10540 NW 26 TH Suite 103
Vice-President:		Miami, FL 33172
Secretary &		
Treasurer :	SYLVIA GOYES	11284 SW 91 Terrace
		Miami, FL 33176

THIRD: The day of each amendment's adoption: Nov. 17, 2003.

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 _____"
(voting group)

The amendment(s) was/were adopted by the board to director 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 18th day of November, 2003.

Signature

R. Llaurado
(By the Chairman or Vice-Chairman of the board of Directors,
President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RAMON LLAURADO

Typed or printed name

PRESIDENT

Title