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LAWRENCE H. KATZ

ATTORNEY AT LAW, P.A.

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MEMBER OF FLORIDA
AND D.C. BARS

FED. I.D. # 59-3436548

September 10, 1998

Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Re: International Leisure Corporation

600002638616--3

-09/14/98--01099--008


*****87.50 *****87.50

Dear Ladies:

Enclosed you will find original and one copy of The Articles of Amendment to The Articles of Incorporation of International Leisure Corporation. Please file this document with the Secretary of State and return a certified copy to me at the above address.

Also, enclosed is my check to the Secretary of State in the amount of \$87.50, \$35.00 which is to cover the filing fee and \$52.50 to cover the fee for the certified copy.

Yours very truly,



Lawrence H. Katz

LHK\rb

corporations\international\let.amend

FILED
98 SEP 14 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
DRE
9/18

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL LEISURE CORPORATION

FILED
68 SEP 14 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

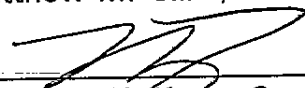
ARTICLE I of the Articles of Incorporation of INTERNATIONAL LEISURE CORPORATION, is amended to read as follows:

ARTICLE I

NAME OF CORPORATION

1. The name of the Corporation is INTERNATIONAL TRAVEL GROUP, INC..
2. The foregoing Amendment was adopted unanimously by the Shareholders and Directors of this Corporation on the 29th day of August, 1998.


Matthew M. Gillio, President


Lawrence H. Katz, Secretary

(CORPORATE SEAL)


STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before on this 10th day of September, 1998, by Matthew M. Gillio and Lawrence H. Katz, as President and Secretary of International Leisure Corporation.


Notary Signature

Rosalyn Bill
Notary Printed Name

Personally Know X or Produced Identification ____
Type of Identification Produced _____

 Rosalyn Bill
Commission # CC 754828
Expires August 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

CERTIFICATE

I, LAWRENCE H. KATZ, Secretary of INTERNATIONAL LEISURE CORPORATION, a Florida Corporation, do hereby certify that on the 29th day of August, 1998, the Shareholders and Board of Directors unanimously consented to the adoption of the following resolution:

RESOLVED, that the name of this Corporation pursuant to Article I of the Articles of Incorporation of this Corporation, be amended to allow for the name of this Corporation to be INTERNATIONAL TRAVEL GROUP, INC., in the following manner:

ARTICLE I

NAME

The name of this Corporation shall be INTERNATIONAL TRAVEL GROUP, INC., a Florida Corporation.

and, the officers of this Corporation be and the same are hereby authorized and directed to execute any and all documents necessary to cause the name of this Corporation to be changed as provided for in this resolution.

Dated this 10th day of September, 1998.



Lawrence H. Katz, as Secretary of
INTERNATIONAL LEISURE CORPORATION