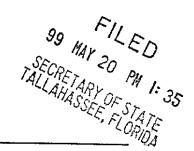
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Examiner's Initials

Other

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



THE GIFTS COLLECTION, INC. (present name)

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)

AMENDED ARTICLE I: - NAME

The name of the Corporation shall be <u>SOUTH BEACH RESERVATIONS</u>, <u>INC.</u> Business shall be carried on in the State of Florida an in the United States of America and elsewhere, as may be authorized by the Board of Directors.

AMENDED ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: <u>TURISTIC</u>
OPERATOR and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

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:

THIRD: The date of each amendment's adoption:

May 17, 1999

FO	URTH: 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 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 day 17th of May 19 99				
	Signature Matha Olive				
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
	OR The second se				
	(By a director if adopted by the directors)				
	OR				
	(By an incorporator if adopted by the incorporators)				
	••				
	MARTHA OLIVA				
	Typed or printed name				
	PRESIDENT				
	Title				