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PRONTO INCOME TAX  
7360 Coral Way Ste. 21  
Miami, Florida 33155

tel (305)267-1092  
fax (305)267-2819

October 15, 1998

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

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-10/22/98--01025--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed herewith, please find check #2605 to cover the fees for Articles of Amendment to Articles of Incorporation of Graceland Tours, Inc.

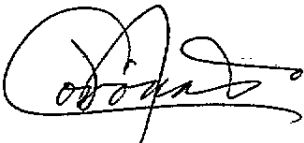
We trust that you would find everything in order and that you would forward to us, Pronto Income Tax, at your earliest convenience the certified copy of the Articles of Amendment to Articles of Incorporation of Graceland Tours, Inc.

Please forward same to :

Pronto Income Tax  
7360 Coral Way Ste.21  
Miami, Florida 33155

Thanking you in advance for your prompt attention to this matter, we remain,

Very Truly Yours,  
Pronto Income Tax



Nestor Coronado

FILED  
98 OCT 22 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Amended  
TLL OCT 26 1998

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GRACELAND TOURS INC.

FILED  
98 OCT 22 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1003, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III is hereby amended to read : The Mailing address of the Corporation is 11842 SW 81 Rd. Miami, Fl 33156

SECOND: Article VIII is hereby amended to read : The name and the address of the directors of this corporation shall be:

President : Diego F. Real 3350 NW 18 Terrace Miami, Fl 33125

V. President: Graciela Codorniu 251 Crandon Blvd Miami, Fl 33149

Secretary : Jeanette Iglesias 11842 SW 81 Rd. Miami, Fl 33156

THIRD: Article X is hereby amended to read : The names and post office addresses of the subscribers to the Articles of Incorporation and the number of shares of stock that they agree to take are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u># SHARES</u>
Diego F. Real	3350 NW 18 Terrace Miami, Fl 33125	15
Graciela Codorniu	251 Crandon Blvd Miami, Fl 33149	30
Jeanette Iglesias	11842 SW 81 Rd. Miami, Fl 33156	55

FOURTH: Further, that there being no further business before the board of directors of the Incorporators, it was

RESOLVED to adopt the amendment, with shareholder action, and shareholders have ratified same on this 3rd day of October 1998.

Signed this 3<sup>RD</sup> day of October 1998.

By:

  
Jeanette Iglesias / Secretary/Chairwoman/Director