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LIANA MARTINEZ, P.A.

Attorney at Law
910 Collins Avenue
Miami Beach, Florida 33139

Phone (305) 673-4442
Fax (305) 673-1553

FILED
98 JUN 18 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 11, 1998

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*****35.00 *****35.00

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed please find a First Amendment to the Articles of Incorporation of TRAVEL & PLEASURE..., INC., together with a check in the amount of THIRTY-FIVE DOLLARS AND NO/100 (\$35.00) filing fee.

We have also enclosed a stamped self-addressed envelope for your convenience.

Please do not hesitate to contact this office should you require any further information in this regard.

Thank you for your prompt attention in this matter.

Sincerely,



Liana Martinez, Esq.

VS JUN 25 1998

N/C

Enc.

FIRST AMENDMENT TO ARTICLES OF INCORPORATION

FOR

TRAVEL & PLEASURE..., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This First Amendment to the Articles of Incorporation for TRAVEL & PLEASURE..., INC. is made this 12 day of June, 1998, by TRAVEL & PLEASURE..., INC..

WHEREAS, the Article XI, of the Articles of Incorporation filed May 21, 1998 provides that the Board of Directors may amend the Articles of Incorporation as long as said Amendment is approved by a majority of the stockholders, and

WHEREAS, the Board of Directors and the Stockholders have unanimously voted to amend the Articles of Incorporation as provided below.

NOW THEREFORE, in consideration of the premises, and the powers granted to the Board of Directors as aforesaid, in the Articles of Incorporation, the Board of Directors hereby make the following amendments to the Articles of Incorporation.

1. That Article I, of the Articles of Incorporation is hereby amended to and shall read as follows:

“ The name of this corporation is:

TRIPS R US, INC. ”

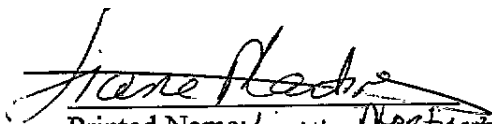
2. In all other respects the Certificate of Incorporation shall remain unmodified and unchanged.

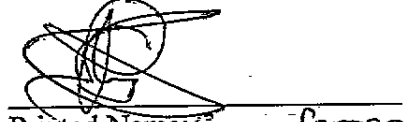
First Amendment for TRAVEL & PLEASURE..., INC.

Page Two of Two

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as President and Secretary of the Corporation, and affixed the corporate seal of the corporation on this 12 day of June, 1998.

TRAVEL & PLEASURE..., INC.


Printed Name: Liana Martinez

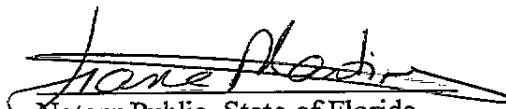

Printed Name: George Pappas
Witnesses as to All


JOSE M. IGLESIAS, President

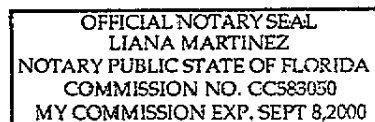

CARLOS M. LUZARRAGA, Secretary

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

THE FOREGOING INSTRUMENT, was acknowledged before me this 12 day of June, 1998, by JOSE M. IGLESIAS, in his capacity as President and CARLOS M. LUZARRAGA, in his capacity as Secretary, who are personally known to me or who produced identification, to wit: FL Driver's License and FL Driver's License, respectively, and who did take an oath.


Notary Public, State of Florida

My Commission Expires:
AFFIX NOTARIAL SEAL



Prepared By:
Liana Martinez, Esq.
LIANA MARTINEZ, P.A.
910 Collins Avenue
Miami Beach, FL 33139