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**TOY'S
TICKETS & TRAVEL INC.**

TELEPHONE: (305) 493-3112
FAX: (305) 493-3114

TOLL FREE: (877) 493-3113

July 8, 1998

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment of Articles of Incorporation of Toy's Tickets
and Travel Inc.

Dear Sir or Madam:

600002586636--3
-07/13/98-01075-010
*****87.50 *****87.50

I am enclosing herewith two original Articles of Amendment to the Articles of Incorporation of Toy's Tickets and Travel Inc., together with my firm's check in the amount of \$87.50 for the filing fee and one certified copy of the Amendment to the Articles. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you very much for your courtesy and cooperation in this matter.

Very truly yours,

Peter Bulcher
Peter Bulcher

Enclosures

C: Steven Novak

FILED
98 JUL 13 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFJ

7-16-98

FILED

98 JUL 13 PM 1:59

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Toys Tickets
Travel, INC. (the "Corporation").

2. Article I of the Articles of Incorporation is amended to read as follows:

The name of the corporation shall be:

Toys Tickets + Entertainment INC

The address of the principal office of this corporation shall be 681 NE 167 ST. NMBeach Florida 33162, and the mailing address of the corporation shall be the same.

3. The Amendment was recommended to the Board of Directors and the Corporation's shareholders on 7/1/98.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, and the number of votes in favor of the Amendment was sufficient for approval.

6. Except as herein modified, all other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, Peter Blucher has caused these Articles of Amendment to be executed on the 9 day of JULY, 1998.

Toys Tickets Travel INC.
a Florida corporation

By: [Signature], President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of JULY, 1998, by Steven D. ADAM, President of TOYS TICKETS TRAVEL, on behalf of the corporation, who is personally known to me, and who did (did not) take an oath.

OFFICIAL NOTARY SEAL
IDEAN P MYERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC521425
MY COMMISSION EXP. DEC. 28, 1999

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]