

01/18/2000 TUE 15:14 FAX

Division of Corporations

001/002

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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BASIC AMENDMENT

TRAVEL OPS GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TRAVEL OPS GROUP, INC.**

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FILED
TALLAHASSEE
SECRETARY OF STATE

1. The following provision of the Articles of Incorporation of Travel Ops Group Inc. a Florida corporation (the "Company") filed in Tallahassee on November 5, 1998 and pursuant to Sections 607.0704, 607.0725, 607.0726, 607.1001 and 607.1003 of the Florida Business Corporation Act, be and hereby is amended to read as follows:

ARTICLE 7 - CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIFTY MILLION (50,000,000) shares of common stock, each share having the par value of ONE CENT (\$.01), and, FIVE MILLION (5,000,000) shares of preferred stock, each share having the par value of ONE CENT (\$.01).

Paragraphs 7.1(d) - 7.2(h) remain unchanged.

2. The foregoing amendment to Article 7 was adopted by a majority of the Company's Shareholders on the 18th day of January, 2000, in accordance with the provisions of the Florida Business Corporation Act. The number of votes cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Company has executed these Articles of Amendment on the 18th day of January, 2000.

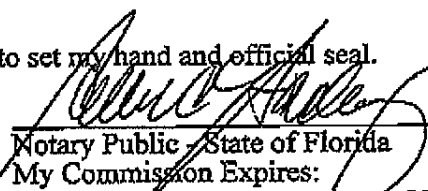
TRAVEL OPS GROUP, INC.

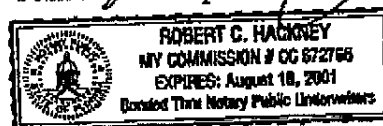

Michael R. Goldstein, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 18th day of January, 2000, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Michael R. Goldstein, to me known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public - State of Florida
My Commission Expires:



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