

P 99000011364

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
99 SEP 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Student Travel America,
Inc.

500002983645--4
-09/10/99-01038-023
*****35.00 *****35.00

C. COULLETTE SEP 10 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STUDENT TRAVEL AMERICA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment Adopted:

ARTICLE II shall read in its entirety as follows:

The principal place of business and mailing address of the corporation shall be:

Jupiter Corporate Center
825 U.S. Hwy. 1, Suite 310
Jupiter, FL 33477-5973

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SECOND: Amendment Adopted:

ARTICLE III shall read in its entirety as follows:

The number of shares of stock that this corporation is authorized to have
Outstanding at any one time is:

Voting Common Shares: Ten Million (10,000,000)

Amendment Adopted:

ARTICLE V shall read in its entirety as follows:

The name and address of the Registered Agent for this corporation is:

Lyman L. Andreas
Suite 310
825 U.S. Hwy. 1
Jupiter, FL 33477-5973

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lyman L. Andreas
Signature/Registered Agent

9-9-99
Date

THIRD: The date of adoption of all of the above amendments is September 9, 1999.

FOURTH: The above amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 9th day of September, 1999.

Lyman L. Andreas
Lyman L. Andreas, President