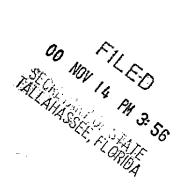


CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF H.K. VACATIONS, INC. _



Pursuant to the provisions of the Florida Statutes, the undersigned, H.K. Vacations, Tac., a Florida corporation, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is H.K. Vacations, Inc.
- 2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of the corporation be amended by deleting Article I in its entirety and by inserting, in lieu thereof, the following new Article I:

ARTICLE I

The name of this corporation is Airtours Vacations, Inc.

3. The amendment was adopted on October 31, 2000 by the sole shareholder of the corporation, which vote for approval of the amendment was sufficient.

Dated: November 10, 2000.

H.K. VACATIONS, INC.

Herbert C. Keilson, Vice President