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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 MAY 23 PM 12:28

BASIC AMENDMENT

BRANDY TRAVEL & TOURS, INC.

RECEIVED
01 MAY 23 AM 11:06
DIVISION OF CORPORATIONS

Certificate of Status	0
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Amendment

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FILED
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BRANDY TRAVEL & TOURS, INC.
ARTICLES OF AMENDMENT
OF

ARTICLES OF INCORPORATION

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

FIRST: Amendment(s) adopted: (indicate article number(s) being
amended, added or deleted)

Article X - Directors (amended)

The name(s) and address(es) of the director who shall hold
office are as follows:

Hilda Pineiro

5055 NW 7th Street; #111
Miami, Florida 33126

Article VII - Registered Agent (amended)

The name and address of the registered agent shall be as follows:

Hilda Pineiro

5055 NW 7th Street; #111
Miami, Florida 33126

SECOND: IF AN AMENDMENT provides for an exchange, reclassification
or cancellation of issued shares, provisions for imple-
menting the amendment if not contained in the amendment
itself, are as follows:

HO1000068260 8

THIRD The date of each amendment's adoption May 21, 2001

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

XXX The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 21 day of May, 192001

Signature

Hilda Pineiro
(By the chairman or Vice chairman of the Board of Directors, President or other officer if adopted by the shareholder(s))

OR

(By a director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporator(s))

HILDA PINEIRO

Typed or print name

CHAIRPERSON

Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BRANDY TRAVEL & TOURS, INC.

2. The name and address of the registered agent and office is:

HILDA PINEIRO

(P.O. BOX NOT ACCEPTABLE)

5055 NW 7th Street; Apt #111; Miami, Florida 33126

(CITY/STATE/ZIP)

SIGNATURE

Hilda Pineiro

TITLE

Registered agent

DATE

5-21-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Hilda Pineiro

DATE

5-21-01