P990000716854

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September 30, 2003

Department of State Division of Corporations P.O.Box 6327 Tallahassee, FL 32314



Subject:

U.N. CRUISE & TRAVEL INC..

Please find one original of the Articles of Amendment for the above company, as well as a check in the amount of \$35.00, covering the filing fee for the Articles.

Please send the documents back to: Jose C. Frandji

1650 Sand Lake Rd. Ste. 225,

Orlando FL 32809

Thank you.

Ruben D. Toro

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



U.N. CRL	JISE &	TRAV	EL.INC.
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(present name)

P99000076854

(Document Number of Corporation (If known)

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

ARTICLE I. (amended)

The address of the corporation is:

1650 Sand Lake Rd. Ste. 225, Orlando FL 32809

ARTICLE VI. (amended)

The names and addresses of the Directors and Officers of the corporation are:

JOSE C. FRANDJI - Director, President and Treasurer

4521 Shanewood Ct., Orlando FL 32837

BEATRIZ COTIAS - Director, and Secretary

9767 Bohart CT., Orlando FL 32836

ARTICLE V - (amended)

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

JOSE C. FRANDJI - 4521 Shanewood Ct., Orlando FL 32837

Having been named to accept service of process for the above stated corporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statues relative to the proper and complete discharge of its duties.

Jose & Frandi

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: September 30, 2003		
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 eparately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by		
Z	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 incorporators without shareholder action and shareholder action was not required.		
	Signed this 30th. day of September , 2003		
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by		
	the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	Zarci M. Cotias (Typed or printed name)		
	(x)pec or printed name)		
	Director and President		
	(Title)		