DISTINCTIVE TRAVEL SERVICES, INC 1756 N. BAYSHORE DRIVE, SUITE #12B

0000 80040 MIAMI, FLORIDA 33132

SECRETARY OF STATE **Division of Corporations** P.O. BOX 6327 . Tallahassee, Florida 32314

RE: DISTINCTIVE TRAVEL SERVICES, INC.

Gentlemen:

Enclosed please find the Article of Amendment to the Articles of Incorporation of Dinstictive Travel Services, Inc., together with the filing fee of Thirty Five Dollars (\$35.00) for said amendment.

Please registered such changes to the Articles of Incorporation of DISTINCTIVE TRAVEL SERVICES, INC., Document #P99000080040.

> 80003304428--06/26/00--01095--001 *****35.00 *****35.00

Respectfully,

President

290000000 Order

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DISTINCTIVE TRAVEL SERVICES, INC.

(present name)

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 V

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

1756 N. BAYSHORE DRIVE SUITE #12B MIAMI, FLORIDA 33132

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	e date of each amendment's adoption: June 20, 2000
	Adoption of Amendment(s) (CHECK ONE)
3	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"
۵	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
۵	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 20 th day of June, 2000 ST 28 TO
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	SONJA BOGENSPERGER Typed or printed name
	PRESIDENT,