P990000080040

DISTINCTIVE TRAVEL SERVICES, INC 1521 ALTON ROAD, #503 MIAMI BEACH, FLORIDA 33139-3301

October 25, 2000

SECRETARY OF STATE Division of Corporation P.O. Box 6327 Tallahassee, Florida 32314

RE: DISTINCTIVE TRAVEL SERVICES, INC.

000003444680--7 -10/30/00--01141--014 *****35.00 *****35.00

Gentlemen:

Enclosed please find the Article of Amendment to the Articles of Incorporation of Distinctive 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.

Respectfully,

Sonia Bogensperger

President,

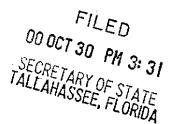
FILED

10 OCT 30 PM 3: 30

SECRETARY OF STATE
ALAMASSEE ELOBO

Amend

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:

1521 ALTON ROAD, #503 MIAMI BEACH, FLORIDA 33139-3301

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: OCTOBER 25, 2000 .
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
S	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
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 25 th day of October, 2000.
Signatu	(By the Chairman & 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)
	SONJA BOGENSPERGER Typed or printed name
	PRESIDENT,
Title	