LAW OFFICES

DONALD S. FRADLEY

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DONALD S. FRADLEY
JEFFREY S. D'AMORE*

113/436 February 27, 1997

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*Also member of the New Jersey Bar

Secretary of State DIVISION OF CORPORATIONS PO Box 6327 Tallahassee, FL 32314 700002104627--4 -03/05/97--01046--001 *****35.00 ******35.00

Re: FLORIDA SHUTTLE AIRLINE, INC.

Articles of Amendment/Name Change/Number of Stock

Dear Sirs:

Enclosed please find an original and one copy of Articles of Amendment for the above-referenced corporation.

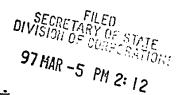
Also enclosed please find my check in the amount of \$35.00 which represents the filing fees in this regard.

Please file the Articles of Amendment and return one filed copy to me in the envelope provided.

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DONALD S. FRADLEY

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ARTICLES OF AMENDMENT of FLORIDA SHUTTLE AIRLINE, INC.

ARTICLE III - CAPITAL STOCK of the Articles of Incorporation of FLORIDA SHUTTLE AIRLINE, INC. which were filed on April 23, 1992, is hereby amended to read as follows:

ARTICLE I

"The name of the Corporation shall be TRAVEL SYSTEMS & SERVICES, INC.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 1,000,000 Common Stock

The forgoing was adopted by all of the Shareholders and all of the Directors of Florida Shuttle Airline, Inc. on the 26th day of February, 1997.

IN WITNESS WHEREOF the undersigned President and Secretary of this Corporation has executed these Articles of Amendment this 26th day of February, 1997.

FLORIDA SHUTTLE AIRLINE

ARNOLD R GEMINO, as President and Secretary

STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths, personally appeared ARNOLD R. GEMINO as President and Secretary of FLORIDA SHUTTLE AIRLINE, INC. who is [] personally known to me to be the

person described herein or [] who has produced his

as identification and executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of February, 1997.

DEBRA A. GOLIGHTLY

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAI.

DEBRA A GOLIGHTLY

NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC434885

MY COMMISSION EXP. JAN. 23,1999