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LOCAL REPRESENTATIVE TALLAHAS	SSEE	OFFICE USE ONLY	7
1. TRAVELONG (Corporation Name)	TOURS	BER(S) (if known):	
2. (Corporation Name)		(Document #)	
3. (Corporation Name)		(Document #)	
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Profit NonProfit Limited Liability	Change of Regist	ENTS R.A., Officer/Director tered Agent	D0029334573 -07/16/9901069021 *****35.00 *****35.00
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OTHER FILNGS Annual Report Fictitious Name Name Reservation		BECEINED	OULLIETTE JUL 2 1 1999 7 8 9 , 006 15 , 006 73



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 16, 1999

Lazarus Corporate Filing Service, Inc. 3320 S.W. 87th Avenue Miami, FL

SUBJECT: TRAVELONG TOURS INC.

Ref. Number: V35134

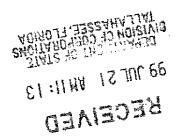
We have received your document for TRAVELONG TOURS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 399A00036695



ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

TRAVELONG TOURS INC.



(present Hame)

Pursuant to the provisions 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)

SIX: The adoption of amendment was the folloing:

The article six ware changed the past directors and executives

were deleted.

SEVEN: The new director was appointed Mr.Ruben Castillo.Is residing at

1052 Jefferson Avenue, Apt No. 5. Miami Beach, F1 33139.

FIVE: Delete the appointment of ONEIDO DORTA, and appoint RUBEN

CASTILLO, as the Register agent. 1052 Jefferson Ave. APT-#5

Miami Beach, FL 33/39

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:

Ti	IRD: The date of each amendment's adoption: May 5, 1998.—
FO	URTH: Adoption of Amendment(s) (check one)
X	
	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)
П	The amendment(s) was/were adopted by the board of directors without shareholder action was not required.
	Signed this ZTH day of JULY , 1999
	Having been name as registered agent and to accept the service and I am familiar with the obligations of my position as registered agent 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)
	RUBEN CASTILLO
	Typed or printed name .
	President, Secretary, Treasurer:: & Director
	Derfibe/
	Resigning, forme president, Dir. & Register Agent