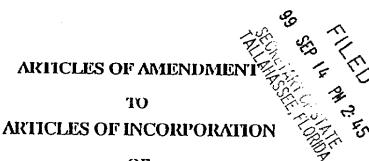
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MIAMI,	FLORIDA (305)552-	5973	SOOr	102986746-	
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CR2E031(9/92)



OF

TRAVELONG TOURS, INC.

(present name)

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)

AMENDING CORPORATION OFFICE ADDRESS:

I & V.- THE NEW ADDRESS OF CORPORATION OFFICE IS:

306 SW. 12 AVE. MIAMI, FL. 33130

VIII.- AMENDING THE BOARD OF EXECUTIVES OF THE CORPO-RATION, IS INCREASING ONE VICE-PRESIDENT.

WAS ELECTED BY THE BOARD OF DIRECTORS ONEIDO DORTA AS THE NEW VICE-PRESIDENT.

ADDRESS:

1401 SW. 84 Ct. MIAMI, FL. 33144

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:

R.C.

5 THIRD:	The date of each and the state of the state	•
	The date of each amendment's adoption: 8-31-99	
FOÛRTH:	Adoption of Amendment(s) (check one)	
The are cast for	nendment(s) was/were approved by the shareholders. The number of votes the amendment(s) was/were sufficient for approval.	
The ar	nendment(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)	
	(voting group)	The second of th
••	nendment(s) was/were adopted by the board of directors without older action and shareholder action was not required.	
LI The a action	nendment(s) was/were adopted by the incorporators without shareholder and shareholder action was not required.	
Slg	ned this	
		B +
	Signature X Julian	-
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	UK UK	
	(By a director if adopted by the directors)	
	On	
	(By an incorporator if adopted by the incorporators)	
,	PUREN CACHTALO	
	RUBEN CASTILLO Typed or printed name	· · · · · · · · · · · · · · · · · · ·
	. 1842 or brustag Hattia	
	PRESIDENT	-
	Tide	
	•	
TH LHTZ GE	N NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE STATED CORPORATION AT THE PLACE DESIGNATED RIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTAND AGREE TO ACT IN THIS CAPACITY.	<u>-</u> .
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