

V47066

AVIARA TRAVEL, INC.
840 NE 75TH STREET
MIAMI, FL 33138
(305) 756-5218

FILED
98 OCT 12 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24 August 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

800002633728--9
-09/08/98--01070--004
*****43.75 *****43.75

RE: Document #V47066

Enclosed please find an Articles of Amendment for Aviara Travel, Inc. Additionally enclosed is a check in the amount of \$ 43.75 representing \$35 for the filing fee and \$ 8.75 for a certificate of status.

Please forward forms for the filing and registration of a fictitious name. Thank you.

Regards,



Rande Pierce
Treasurer

Amend.
10-13-98
CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 15, 1998

AVIARA TRAVEL, INC.
840 N.E. 75TH STREET
MIAMI, FL 33138

SUBJECT: AVIARA TRAVEL, INC.
Ref. Number: V47066

We have received your document for AVIARA TRAVEL, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00046730

AVIARA TRAVEL, INC.
840 NE 75TH STREET
MIAMI, FL 33138

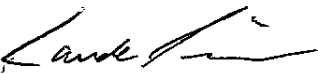
21 SEPTEMBER 1998

CHERYL COULLIETTE
DIVISIONS OF CORPORATION
FLORIDA DEPT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: LETTER NUMBER 698A00046730

DEAR MS. COULLIETTE:

I ACKNOWLEDGE RECEIPT OF YOUR ABOVE REFERENCED LETTER, AND ENCLOSED IS OUR RESUBMISSION OF THE 'ARTICLES OF AMENDMENT' WITH THE REQUESTED CHANGES. PLEASE NOTE THAT THE CHECK TOTALING \$43.75 WAS NOT RETURNED, AND HOPEFULLY, THIS WAS APPLIED TO OUR ACCOUNT. I AWAIT CONFIRMATION THAT THIS DOCUMENT HAS BEEN FILED PROPERLY. THANK YOU.


RANDE PIERCE
TREASURER

RECEIVED
90 OCT 12 PM 8:38
DIVISION OF CORP. CRIM.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

AVIARA TRAVEL, INC.

FILED
98 OCT 12 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, three this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE VI - BOARD OF DIRECTORS

Article VI is amended as follows:

The number of Directors and/or Board Members is hereby increased to (3).

Robert J. Todak of 840 NE 75th Street, Miami, FL 33138 is hereby designated as Director of the Board and President of Aviara Travel, Inc. Additional Board members acting as Officers of Aviara Travel, Inc. are elected and designated as follows:

Martha Hampton of 1253 Venetia Avenue, Coral Gables, FL 33134 is Secretary of Aviara Travel, Inc.

Randall Pierce of 840 NE 75th Street, Miami, FL 33138 is Treasurer of Aviara Travel, Inc.

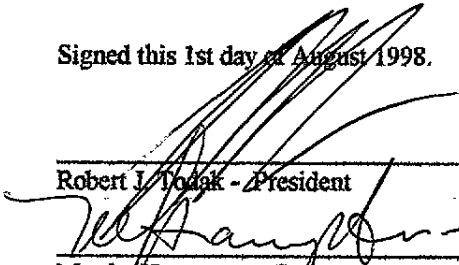
ARTICLE VIII - PRE-EMPTIVE RIGHTS

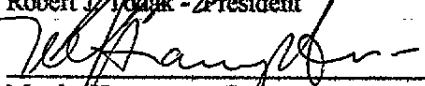
Amendment entitled 'Article VIII - Pre-Emptive Rights' is amended as follows:

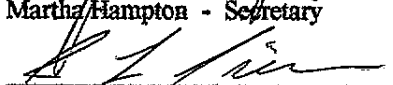
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Further, any shareholder desiring to sale his/or her shares must first offer those shares to the existing Board Members. However, no new stock shares will be issued, nor will any existing shares be sold, without a majority vote of the Board of Directors.

The above Articles of Amendment concerning changes to Article VI and Article VIII are adopted on 1 August 1998. The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of August 1998.


Robert J. Todak - President


Martha Hampton - Secretary


Randall L. Pierce - Treasurer