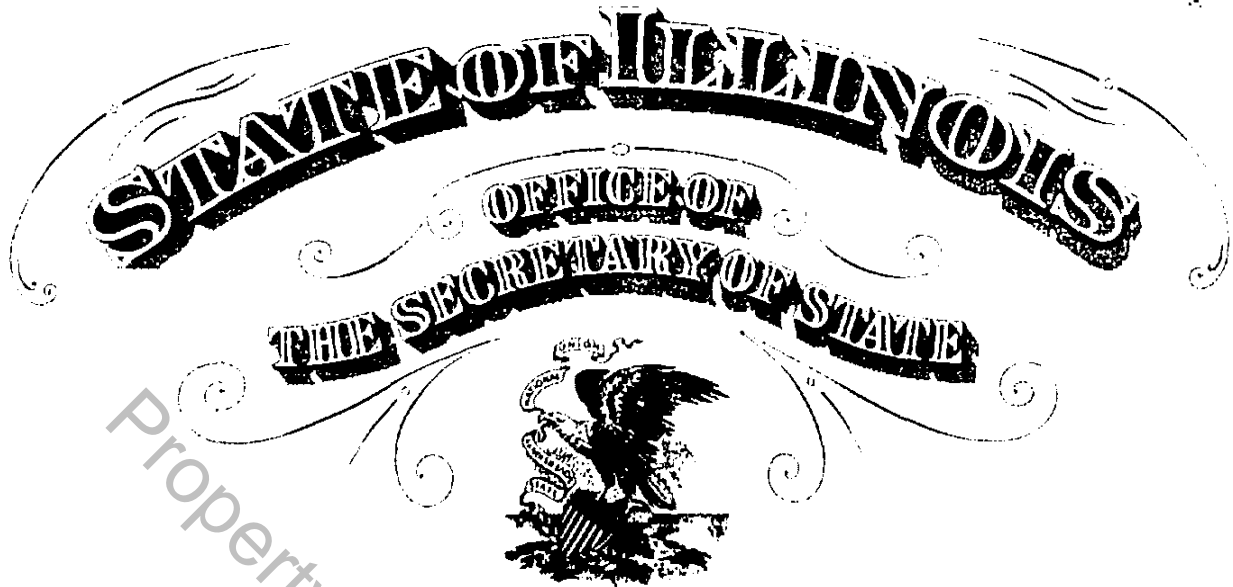


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Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CARRIAGE WAY TOURS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand, and, as is to be affixed the Great Seal, of the State of Illinois, at the City of Springfield, this 27TH day of JUNE AD. 1988 and of the Independence of the United States the two hundred and 12TH.

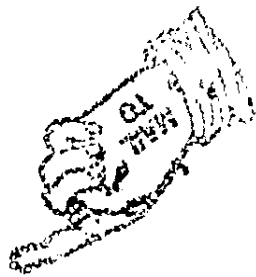


Jim Edgar
SECRETARY OF STATE

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Property of Cook County Clerk's Office



Robert W. Suda

2085 LA SALLE 1560
CHICAGO, ILL 60604

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BCA-10.30 (Rev. Jul. 1984)

File #

Submit in Duplicate

JIM EDGAR
Secretary of State
State of Illinois

This Space For Use By Secretary of State	
Date	6-27-88
License Fee	\$
Franchise Tax	\$
Filing Fee	\$
Clerk	AT

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

ARTICLES OF AMENDMENT

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is CARRIAGE WAY TOURS, INC.

(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on June 22,
1988 in the manner indicated below. ("X" one box only.)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED, that the Articles of Incorporation be amended to read as follows:**)

RESOLVED, that the Articles of Incorporation be amended to reflect a new corporate name as follows: FLY & SEA CRUISES, INC.

(NEW NAME)

All changes other than name, include on page 2

(over)

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Filed Articles \$100.00

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RECORDER COUNTY KODU
2541#
2222#1
6903 NOV 21 2222#1
88/56/20 6903 NOV 21 2222#1
52' 51'

FILE

JUN 27 1988

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

PAID
JUN 29 1988

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
 (a) to remove the names and addresses of directors named in the articles of incorporation;
 (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
 (f) to recast the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
 Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.
 To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).
 The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

NOTES and INSTRUCTIONS

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8 8 2 9 3 2 9 1
Page 2
Resolution

No change

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"Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(Type or Print Name and Title)

JOANN M. BUGGIE

(Signature of President or Vice President)

Joann M. Buggie
by

(Exact Name of Corporation)

CARRIAGE WAY TOURS, INC.

(Type or Print Name and Title)

NORMAN BUGGIE

(Signature of Secretary or Assistant Secretary)

Norman Buggie

attested by

Dated June 22, 19 88

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom is a firm, under penalties of perjury, that the facts stated herein are true.

Before Amendment Alter Amendment
\$ 1,000.00 \$ 1,000.00

Paid-in Capital

No Change

"No change"

(b) The amount of paid-in capital as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

(a) The manner in which said amendment effects a change in the amount of paid-in capital is as follows: (If not applicable, insert "No change")

No Change

The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

ARTICLE THREE

ARTICLE FOUR

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