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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Texas
12-3-08*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Caribbean Beach Club Association, Inc

DOCUMENT NUMBER: 745896

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melody Hyatt
(Name of Contact Person)

c/o Vacation Resorts International
(Firm/ Company)

271 Crockett Blvd
(Address)

Merritt Island, FL 32953
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jeff Wharton at (850) 837-8866
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Corporate Office / Western

23041 Avenida de la Carlota,
Suite 400
Laguna Hills, CA 92653
949.587.2299
fax 949.587.2274

Central

1521 East 3900 South
Salt Lake City, UT 84124
801.278.9629
fax 801.278.9707

International

1417 116th Avenue NE
Bellevue, WA 98004
425.454.3065
fax 425 454.4339

Mid-Atlantic Coast

180 Herman Wilson Road
Lake Lure, NC 28746
828.625.0097
fax 828.625.0049

Northeast

One Financial Place
297 North Street,
Building #2
P.O. Box 399
Hyannis, MA 02601
508.771.3399
fax 508.775.6396

Northwest

1417 116th Avenue NE
Bellevue, WA 98004
425.454.3065
fax 425.454.4339

Southeast

271 Crockett Boulevard
P.O. Box 540669
Merritt Island, FL 32954
321.453.3300
fax 321.453.1300

To: Richard Garrett, President, Board of Directors
From: Melody Hyatt
Bookkeeping Supervisor, Vacation Resorts Int'l
Date: November 11, 2008
Re: Caribbean Beach Club Articles of Amendment

Enclosed please find the State of Florida Articles of Amendment for Caribbean Beach Club adding Richard Schwartz to the Board of Directors as Assistant Secretary to facilitate his position as Broker for the Association, as previously approved by the Board. Please sign where indicated and return in the enclosed envelope at your earliest convenience.

Thank you for your immediate attention to this matter and if you have any questions or concerns, please feel free to contact me at (321) 453-3300 Ext. 24 or melody.hyatt@vriresorts.com.

Sincerely,

Melody Hyatt
Bookkeeping Supervisor
Vacation Resorts International

The date of adoption of the amendment(s) was: 11/07/08

Effective date if applicable: 11/07/08
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Richard E. Garrett, Pres.
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Richard Garrett
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35