

F020000000111

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTALLETTER

TO: AmendmentSection
DivisionofCorporations

Southern Property Management, Inc. d/b/a in Florida as:
SUBJECT: Southern Property Management, Inc. of S.C.
(Nameofcorporation)

DOCUMENTNUMBER: F02000000111

TheenclosedAmendmentandfeearesubmittedforfiling.

Pleasereturnallcorrespondenceconcerningthismattertothefollowing:

David Collier
(Nameofperson)

SPM Resorts (new name - See attached Amendment)
(Nameoffirm/company)

322 East Central Blvd., Suite 605
(Address)

Orlando, FL 32801
(City/stateandzipcode)

Forfurtherinformationconcerningthismatter,pleasecall:

David Collier at (407) 650-3999
(Nameofperson) (Areacode&daytimetelephonenumber)

Enclosedisacheckforthefollowingamount: **\$35.00 (please send letter of acknowledgemen**

\$ 0 Filing Fee \$43.75 Filing Fee \$43.75 Filing Fee & \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) Certificate of Status & Certified Copy (Additional copy is enclosed)

MailingAddress:
AmendmentSection
DivisionofCorporations
P.O.Box6327
Tallahassee,FL32314

StreetAddress:
AmendmentSection
DivisionofCorporations
409E.GainesStreet
Tallahassee,FL32399



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 9, 2003

DAVID COLLIER
322 EAST CENTRAL BLVD., SUITE 605
ORLANDO, FL 32801

SUBJECT: SOUTHERN PROPERTY MANAGEMENT, INC. OF S.C.
Ref. Number: F0200000111

We have received your document for SOUTHERN PROPERTY MANAGEMENT, INC. OF S.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 303A00001265



OFFICE LOCATIONS
Cape Cod, MA (508) 398-6955
Columbia, SC (803) 252-4901
Hilton Head Island, SC (843) 785-9901
Myrtle Beach, SC (843) 238-5000
Orlando, FL (407) 650-3999
Santee, SC (803) 854-2136

January 23, 2003

Carol Mustain
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Document # F02000000111

Dear Ms. Mustain:

Pursuant to your instructions, I am re-submitting Southern Property Management, Inc. of S.C.'s Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida along with Articles of Amendment that were filed with the S.C. Secretary of State's office which evidence a corporate name change to "SPM Resorts, Inc.". As we discovered, the S.C. Secretary of State's office does not produce certificates of name change, therefore, I have included the certified Articles of Amendment to effectuate the change in Florida.

Thank you for your assistance with regard to this matter. Please give me a call at 407-650-3999 if you have any questions.

With Kind Regards, I Remain,

Sincerely,

David Collier
Vice President
SPM Resorts, Inc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000000111

(Document number of corporation (if known))

Southern Property Management, Inc. d/b/a/in Florida as:

1. Southern Property Management, Inc. of S.C.
(Name of corporation as it appears on the records of the Department of State)

2. South Carolina 3. January 8, 2002
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 13, 2002

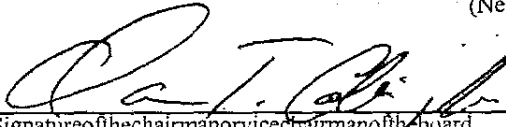
5. SPM Resorts, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

David T. Collier, Jr.
(Typed or printed name)

December 27, 2002
(Date)

Secretary
(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 27 AM 10:21

FILED

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
ARTICLES OF AMENDMENT


FILED

NOV 18 2002

DEC 17 2002

Jim Hines
SECRETARY OF STATE

3


SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **Southern Property Management, Inc.**
2. Date of Incorporation **March 18, 1980**
3. Agent's Name and Address **D. T. Collier, 1051 Shine Avenue, Myrtle Beach, SC 29577**
4. On **October 23, 2002**, the corporation adopted the following Amendment(s) of its Articles of Incorporation: (Type or attach the complete text of each Amendment)

RESOLVED, that the Corporation shall change it's name to "SPM Resorts, Inc.". The Secretary of the Corporation, David T. Collier, Jr., is hereby authorized and directed to execute any and all documents required to effectuate this name change, and to file this name change with the Office of the Secretary of State of South Carolina.

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA"). **N/A**
6. Complete either a or b, whichever is applicable.
 - a. Amendment(s) adopted by shareholder action.

At the date of adoption of the Amendment(s), the number of outstanding shares of each voting group entitled to vote separately on the Amendment(s), and vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed* Shares	
				For	or Against
Voting	4,290	4,290	4,290	4,290	-0-

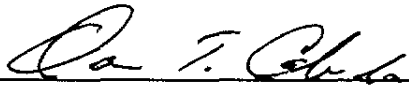
Note: Pursuant to Section 33-10-106(6)(j), of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

- b. Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Sections 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended and shareholder action was not required.

7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended) N/A

Date October 23, 2002

SOUTHERN PROPERTY MANAGEMENT,
INC.

By: 
David T. Collier, Jr., Secretary

FILING INSTRUCTIONS

1. Two copies of this form, one of which can be either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing Tax	<u>100.00</u>
Total	\$110.00

Return to: Secretary of State
PO Box 11350
Columbia, SC 29211