



Your Personal
Vacation Managers™

1801 N.W. 66th Avenue, Suite 102
Plantation, FL 33313-4534
800-780-9002 ■ Fax: 954-377-6399
onlinevacationcenter.com



Travel
Services

Representative

526771

April 22, 2002

Susan Payne
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/24/02--01003--002
*****35.00 *****35.00

Re: Fees for Consecutive Name Change Amendments for Online Vacation Center, Inc.
(#P00000092735) and Travel Trails, Inc. (#J26771)

Dear Ms. Payne:

Last week we sent the Department an Amendment to change Online Vacation Center, Inc.'s name to Online Vacation Center Holdings, Inc. and consecutively filed an Amendment for Travel Trails, Inc. to change its name to Online Vacation Center, Inc. The new Online Vacation Center, Inc. entity will continue to use the fictitious name "ONLINE VACATION CENTER", which was previously registered with the Division.

Thanks for calling me today. You received the paperwork on April 19, 2002 but we neglected to include filing fees. Enclosed are filing fees of \$35.00 for each entity.

Please call me when you receive these checks and the Amendments are deemed effective. I understand we will also receive official written notification

Please contact me if you have any questions.

Sincerely,

ONLINE VACATION CENTER, INC.,

Jill M. Vales

Jill M. Vales
Director of Finance and Human Resources

FILED
02 APR 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC Amend
Spayre
4/23/02



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**Travel
Services**
Representative

April 16, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Consecutive Name Change Amendments for Online Vacation Center, Inc.
(#P00000092735) and Travel Trails, Inc. (#J26771)

Dear Sir or Madam:

Please be advised that Online Vacation Center, Inc. respectfully requests that the Secretary of State file the attached Amendment to change its name to Online Vacation Center Holdings, Inc. and consecutively file the attached Amendment of Travel Trails, Inc. to change its name to Online Vacation Center, Inc. We hereby consent to the filing of the name change Amendment changing the name of Travel Trails, Inc. to Online Vacation Center, Inc., a Florida corporation.

The new Online Vacation Center, Inc. entity will continue to use the fictitious name "ONLINE VACATION CENTER", which was previously registered with the Division.

Very truly yours,

ONLINE VACATION CENTER, INC.,

By: *EB Rudner*
Edward B. Rudner, President

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TRAVEL TRAILS, INC.**

**FILED
02 APR 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Amendment to the Articles of Incorporation of TRAVEL TRAILS, INC., a Florida corporation pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the corporation is TRAVEL TRAILS, INC. (the "Company"), bearing Document Number J26771.

2. Pursuant to written consent of the Sole Director and the Sole Shareholder of the Corporation, the Sole Director approved an amendment to the Corporation's Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

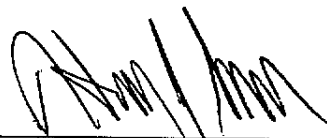
The name of this Corporation shall be: **ONLINE VACATION CENTER, INC.**

**ARTICLE V
DOMICLE**

The principal office and mailing address of the Corporation shall be 1801 NW 66 Ave., Suite 102, Plantation, Fl 33313.

The foregoing amendment was adopted pursuant to written consent of the Sole Director and Sole Shareholder of the Corporation, dated April 16, 2002, in accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Vice President, Secretary and Chief Financial Officer of this Corporation, has executed these Articles of Amendment as of the 16th day of April 2002.



Harry Sommer, Vice President, Secretary and
Chief Financial Officer

**WRITTEN CONSENT
OF THE SOLE DIRECTOR and
SOLE SHAREHOLDER
OF
TRAVEL TRAILS, INC.**

The undersigned, being the Sole Director and Sole Shareholder of TRAVEL TRAILS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby consent to the corporate actions specified below and adopt the following resolutions by written consent pursuant to Section 607.0821 of the Florida Business Corporation Act:

WHEREAS, the Sole Director and Sole Shareholder of the Corporation deem it to be in the best interests of the Corporation to amend its Articles of Incorporation to change the name of the Corporation and to change the domicile of the Corporation.

BE IT RESOLVED, that the Sole Director and Sole Shareholder hereby approve an amendment to the Corporation's Articles of Incorporation to change the name of the Corporation from Travel Trails, Inc. to **Online Vacation Center, Inc.** and to change the domicile of the Corporation to 1801 NW 66 Ave., Suite 102, Plantation, Fl 33313.

WHEREAS, the Sole Director and the Sole Shareholder of the Corporation deem it to be in the best interests of the Corporation to continue to register the fictitious name of Online Vacation Center with the Florida Division of Corporations.

BE IT RESOLVED, that the Sole Director and Sole Shareholder hereby approve of the continued use of Online Vacation Center as a fictitious name of the Corporation.

BE IT FURTHER RESOLVED, that Harry Sommer, Chief Financial Officer or Jill Vales, Director of Finance and Human Resources, are hereby authorized and directed to execute and deliver any and all documents and to perform any and all acts as they may deem necessary or appropriate in their sole discretion to consummate the actions described herein.

Dated: April 16, 2002



Edward B. Rudner, Sole Director

ONLINE VACATION CENTER, INC.,
Sole Shareholder

By: 

Edward B. Rudner, President