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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 978596 7365853

AUTHORIZATION : Patricia Puyot

COST LIMIT : \$ 25.00

ORDER DATE : March 21, 2003

ORDER TIME : 10:21 AM

ORDER NO. : 978596-005

CUSTOMER NO: 7365853

CUSTOMER: Mr. Fredy M. Dellis
Mr. Fredy M. Dellis
7180 East Lago Drive

Coral Gables, FL 33143-6512

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TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RESORTS OF THE WORLD LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CC PLAIN STAMPED COPY
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CONTACT PERSON: SARA LEA

EXT# 1114
EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

RESORTS OF THE WORLD LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was February 3, 2003
SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

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TALLAHASSEE, FLORIDA

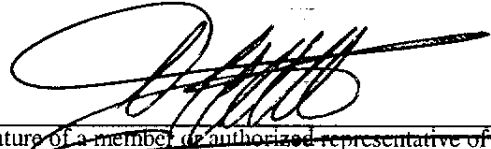
Amendment 1 -

Exdel Corporation becomes a member instead of a manager

Amendment 2 -

Mrs. Maria Pina, a manager is replaced by "One Source Creative Group, Inc." as a member. Address: 6425 Montgomery D. Pinecrest, FL 33156

Dated MARCH 14, 2003



Signature of a member or authorized representative of a member

Fredy DELLIS, CEO

Typed or printed name of signee