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PLEASE ARRANGE FILING OF THE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, APRIL 20, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL S. ANDRE

BASIC AMENDMENT

CELEBRATION WORLD RESORT DEVELOPMENT, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF CELEBRATION WORLD RESORT DEVELOPMENT, INC.**

Pursuant to the provisions of Sections 607.1002 and 607.1006 of the Florida Statutes, CELEBRATION WORLD RESORT DEVELOPMENT, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

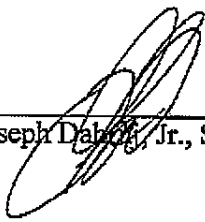
1. The name of the corporation is CELEBRATION WORLD RESORT DEVELOPMENT, INC.
2. The original Articles of Incorporation for the corporation were filed on April 24, 1998, and assigned Charter No. P98000037401.
3. By written consent dated April 19th, 2001 by the sole director of the corporation, the sole director has approved of, and consented to, the amendment of the Articles of Incorporation to change the name of the corporation to "CELEBRATION WORLD RESORT MARKETING, INC.". No shares have been issued and, therefore, no shareholder approval was required.
4. Article I of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I - NAME

The name of the corporation shall be CELEBRATION WORLD RESORT MARKETING, INC.

IN WITNESS WHEREOF, the sole Director of the corporation has executed these Articles of Amendment this 19th day of April, 2001, on behalf of the corporation.

CELEBRATION WORLD RESORT
DEVELOPMENT, INC., a Florida corporation

By: 
Joseph Daboff, Jr., Sole Director