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ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of SPACE & LEISURE TIME, INC.

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

That the Articles of Incorporation of the corporation be amended as follows:

By striking out the whole of Article IV, as it now exists, and inserting in lieu and instead thereof, a new Article IV, reading as follows:

"The Corporation may issue two (2) classes of shares as follows:

- I. Class A Common Stock. The aggregate number of shares of Class A Common Stock which the Corporation may issue is Two Hundred Thousand (200,000) shares with a par value of \$1.00. The shares shall be designated as "Class A Common Stock" and shall have identical rights and privileges in every respect. Each shareholder of record of Class Λ Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders.
- 2. <u>Class B Common Stock</u>. The aggregate number of shares of Class B Common Stock which the Corporation may issue is One Thousand (1,000) shares with a par value of \$1.00. The shares shall be designed as "Class B Common Stock" and shall have no voting rights with respect to matters submitted to a vote of the shareholders.

SECOND:

The date of adoption of this amendment was December 30, 1997.

THIRD:

That such amendment has been duly adopted by all of the members of the board of directors and all of the shareholders.

Dated and signed this 31st day of December, 1997

SPACE & LEISURE TIME INC.

Martin Braunstein, CHAIRMAN

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