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ACCOUNT NO. : 072100000032
REFERENCE : 271798 132254A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 25, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 271798-005

700002097407--0
-02/25/97--01136--004
*****35.00 *****35.00

CUSTOMER NO: 132254A

CUSTOMER: Joel D. Bronstein, Esq
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: PARK PLACE TRAVEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
2/25/97

DC

ARTICLES OF AMENDMENT OF
PARK PLACE TRAVEL, INC.

FILED
97 FEB 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is PARK PLACE TRAVEL, INC.

2. Article IV of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE IV

CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$0.01 per share	5,000 shares
Class B Non-Voting Common	\$0.01 per share	5,000 shares"

3. This Amendment has been adopted by unanimous Written Action of all of the Directors and Shareholders of the Corporation on February 15, 1997, which vote is sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 15th day of February, 1997.

PARK PLACE TRAVEL, INC.

By: 

Kay E. Bronstein, President