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J 32477



ACCOUNT NO. : 072100000032

REFERENCE : 109360 9654A

AUTHORIZATION :

COST LIMIT *Patricia Pignata* \$ 35.00

FILED
96 DEC 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 1996

ORDER TIME : 1:50 PM

ORDER NO. : 109360-010

CUSTOMER NO: 9654A

000002036890--8

CUSTOMER: Ms. Lisa Schuerger
Mosley Wallis & Whitehead
1221 East New Haven Avenue

Melbourne, FL 32901

DOMESTIC AMENDMENT FILING

NAME: VACATION VILLAS II, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

File
35
RECEIVED
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DIVISION OF CORPORATION

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VACATION VILLAS II, INC.
A FLORIDA CORPORATION

FILED
96 DEC 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is hereby changed to:
VACATION VILLAS II OF BREVARD, INC.

This Amendment was adopted on November 4, 1996. The Amendment was approved by one hundred percent (100%) of the votes cast by the sole shareholder and director which is sufficient for approval.

IN WITNESS WHEREOF, this amendment is signed by the President and the Secretary of the corporation this 19 day of December, 1996.

VACATION VILLAS II, INC.

BY: *Robert B. Caswell*

ROBERT B. CASWELL
President, Secretary,
Sole Director and
Stockholder

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 19th day of December 1996, by ROBERT B. CASWELL, President, Secretary, Sole Director and Stockholder of VACATION VILLAS II, INC., a Florida Corporation, on behalf of the Corporation. He/she is personally known to me or has produced _____ as identification and who did take an oath.



Lisa Schuenger
NOTARY PUBLIC
My Commission Expires:

**MINUTES OF SPECIAL JOINT MEETING
OF
SHAREHOLDERS AND BOARD OF DIRECTORS
OF
VACATION VILLAS II, INC.**

The special meeting of the Shareholders and Board of Directors of the Corporation was held on November 4, 1996 at the office of the Corporation.

There were present the following:

ROBERT B. CASWELL

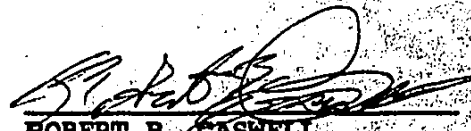
being the sole shareholder and Director of the Corporation.

The meeting was called to order by Robert B. Caswell who acted as chairman and Secretary.

The chairman stated that the purpose of the meeting was to change the name of the Corporation. Upon motion duly made and seconded and unanimously approved, it was

RESOLVED, that the name of the Corporation is hereby changed from VACATION VILLAS II, INC. to VACATION VILLAS II OF BREVARD, INC.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.


ROBERT B. CASWELL
Chairman, Secretary,
Sole Director and
Sole Shareholder