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OK

Florida Vacation Bureau, LLC. —
PO Box 830
Windermere, Fl. 34786

November 1, 2002

Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

To Whom It May Concern:

Enclosed you will find our Articles Of Amendment To Articles Of Organization
Of Florida Vacation Bureau, LLC. for filing along with the check.

My daytime telephone number and address are:

407-264-9665

Florida Vacation Bureau, LLC.
PO. Box 830
Windermere, Fl. 34786

Thank you,


Marc Farwell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

FLORIDA VACATION BUREAU, LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was APRIL 15, 2002

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

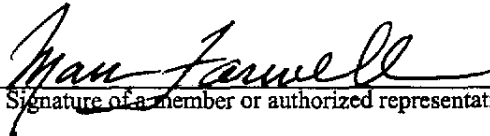
Amendment I Managing Member

Marc Farwell, is named Managing Member
7518 Pinemount Drive
Orlando, Florida 32819

Amendment II Ownership Percentages

25% Resort Marketing Professionals, Inc. (Michael Borish, President).
25% David G. Brandt
25% Sunshine Vacation & Tour Co. (Marc Farwell, President).
25% Alan Jones

Dated October 30, 2002



Signature of a member or authorized representative of a member

Marc Farwell

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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