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THOMAS J. DAVIS, JR.

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Creator of the Legal Concept of Interval Ownership

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August 25, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100003375271--7
-08/28/00--01122--002
*****25.00 *****25.00

Re: LLC Amendment Filing, Interval Travel Services, U.S.A.-LLC.

Dear Sir/Madam:

I have enclosed a Certificate of Second Amendment for above and a \$25 check for same.

Please file and return the stamped copy to me at the above address.

Please contact my office if you have any questions.

Yours very truly,

Thomas J. Davis, Jr.
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/11

**CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
INTERVAL TRAVEL SERVICES – U.S.A., L.L.C.
(originally known as Sands Vacation Investments, L.L.C.)**

199-5126

THIS IS TO CERTIFY THAT:

- FIRST:** This Certificate amends the Articles of Organization (the "Articles") of Interval Travel Services – U.S.A., L.L.C.,
- SECOND:** The Articles were filed with the Florida Department of State on August 16, 1999, with a first Amendment filed May 1, 2000.
- THIRD:** Article I of the Amended Articles previously provided as follows:

**"ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Interval Travel Services U.S.A. – L.L.C., and its principal office shall be located at 150 Alhambra Circle, Suite 1260, Coral Gables, FL 33134-4535, County of Miami-Dade, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the LLC is:

150 Alhambra Circle, Suite 1260
Coral Gables, FL 33134-4535"

- FOURTH:** Article I of the Articles is amended to provide as follows:

**"ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be ISCO Travel Services-U.S.A., L.L.C., and its principal office shall be located at 3363 W. Commercial Blvd., Suite 202, Fort Lauderdale, FL 33309, County of Broward, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the LLC is:

3363 W. Commercial Blvd., Suite 202
Fort Lauderdale, FL 33309"

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by all members of the Company and is being filed in accordance with Section 608.411 F.S., this 18 day of August 2000.

Interval Servicing International, Co.,
a Florida corporation, sole member

by: David F. Wright
David F. Wright, President

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00 AUG 28 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA