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TO: VIA FEDERAL EXPRESS
Secretary of State, Division of Corporations
409 East Gaines Street
Tallahassee FL 32314

FROM: CHRISTOPHER C. CATHCART, ESQUIRE (CC)

RE: FLORIDA VILLA RENTALS, INC./Corporate
File No. 1523.001

DATE: March 22, 2001

600003913206--7
-03/28/01--01002--011
*****35.00 *****35.00

ENCLOSED: (1) Articles of Amendment to the Articles of Incorporation original and
one (1) copy; and
(2) Check for \$35.00 for filing fee.

The following enclosures are forwarded for action indicated by check mark below.

<input type="checkbox"/> For your file.	<input type="checkbox"/> Response due.
<input checked="" type="checkbox"/> Please file	<input type="checkbox"/> Invoice - Please make direct payment.
<input type="checkbox"/> Signature.	<input type="checkbox"/> Deposition scheduled:
<input type="checkbox"/> Other:	

COMMENTS: Thank you for your time and attention in this matter.

FILED
01 MAR 23 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/27
memo

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

FLORIDA VILLA RENTALS, INC.

Pursuant to Florida Statute §607.1003, the Directors and Shareholders of *Florida Villa Rentals, Inc.* has adopted resolutions pursuant to the aforementioned statute by unanimous consent of all Directors and Shareholders entitled to vote which amend the Articles of Incorporation to read as follows:

Article 6.

Article 6 of the Articles of Incorporation is amended to read as follows:

Board of Directors.

Name

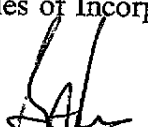
Address

Brian Andrew Rees

4636 W. Irlo Bronson Highway
Kissimmee, Florida 32714

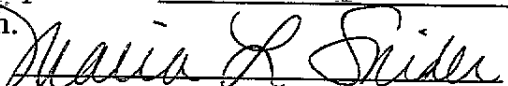
These resolutions and Articles have been duly adopted by resolution of the Board of Directors, and the amendments were approved by unanimous consent of the Shareholders and Board of Directors at a Special Meeting on March 1, 2001, and executed by Brian Andrew Rees, Director and Shareholder per Florida Statutes.

All other unamended Articles of the original Articles of Incorporation are incorporated herein by reference and remain unchanged.


BRIAN ANDREW REES,
President/Secretary/Treasurer/Director/
Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

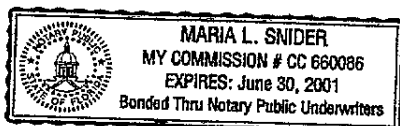
The foregoing instrument was acknowledged before me this 22nd day of March, 2001, by BRIAN ANDREWS REES, President/Secretary/Treasurer/Director, on behalf of the corporation. He is personally known to me, or has produced _____
[type of identification] and did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

Printed Name: MARIA L. SNIDER

Serial No. [if any] _____

[Name of Acknowledger Typed, Printed or Stamped]



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TALLAHASSEE, FLORIDA