

PO1000074355

July 23, 2002

Ms. Diane Cushing  
Division of Corporations  
Registration Section  
409 E. Gaines St.  
Tallahassee, FL 32314

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-07/25/02--01001--012  
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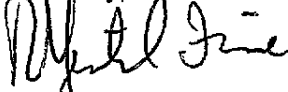
Dear Ms. Cushing:

As per our recent phone conversation, please find enclosed an Article of Amendment to Articles of Incorporation for Vacation Timeshare Resales, Inc. - a Florida Corporation. You will note the Florida corporation desires to change its name to VTRXX, Inc.

Please allow this letter to serve as notice that Vacation Timeshare Resales, Incorporated, a South Carolina corporation desiring to do business in Florida as a foreign corporation, desires to adopt the name Vacation Timeshare Resales, Incorporated as our Florida name.

Please feel free to contact me if I can answer any questions. Thank you for your prompt attention in this matter.

Sincerely,



R. Michael Fine  
President

Enclosure: Letter dated May 7, 2002 from D. Cushing  
Articles of Amendment  
Check for Name Change

FILED  
02 JUL 24 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

T BROWN JUL 25 2002

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
02 JUL 24 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VACATION TIMESHARE RESACÉS, INC.

(present name)

P01000074355

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

*CHANGE/MODIFICATION OF NAME TO: VTRXX, INC.*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 7/10/02

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21<sup>st</sup> day of July, 2002.

Signature X David Young  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DAVID YOUNG  
(Typed or printed name)

PRESIDENT / - Director  
(Title)