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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Emerald Shores Vacation Rentals, Inc.
1017 Bradley Cir.
Lynn Haven, FL 32444

9 Mar 04

Department of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Amendment of Articles of Incorporation for Emerald Shores Vacation Rentals, Inc.

DOCUMENT NUMBER: P04000033019

Enclosed are an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of Emerald Shores Vacation Rentals, Inc., and a check for:

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

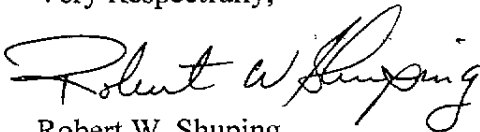
Please return all correspondence concerning this matter to the following:

Robert W. Shuping
Vice President, Emerald Shores Vacation Rentals, Inc.
1017 Bradley Circle
Lynn Haven, FL 32444

For further information concerning this matter, please call:

Robert W. Shuping at (850) 258-8769

Very Respectfully,



Robert W. Shuping
Vice President, Emerald Shores Vacation Rentals, Inc.

Enclosures: 1 Original and 1 Copy of Articles of Amendments
Check

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Emerald Shores Vacation Rentals, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendments to its Articles of Incorporation:

Amendments Adopted:

ARTICLE III – PURPOSE: Delete the statement; “To provide Community Association Management services to community associations.” Add the statement; “To provide short term rental services to customers.”

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS: Switch the officer positions and change to read:

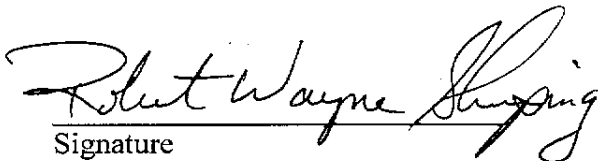
Marceil Lynn Shuping, 1017 Bradley Circle, Lynn Haven, FL 32444, President
Robert Wayne Shuping, 1017 Bradley Circle, Lynn Haven, FL 32444, Vice President

The date of each amendment adoption is: March 8, 2004.

All other Articles of Incorporation remain the same.

Adoption of Amendments: The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9th day of March, 2004.


Signature

Robert Wayne Shuping
Name

Vice President
Title