

VSI

VISITORS SERVICES, INC.
The Destination Marketing Co.

P92000005138

March 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

10000212861--7
-03/31/97--01137--009
*****43.75 *****43.75

Re: Visitors Services, Inc./Document number is P92000005138

Dear Sir or Madam:


Enclosed for filing with your office is an originally executed and copy of our Articles of Amendment of Articles of Incorporation for the above referenced corporation. Visitors Services, Inc. has approved a name change to Visitors Services International Corp. The new name was the former name of our parent company TeleServices International Corp (document # J38644). Enclosed is a check in the amount of \$43.75 in payment of the following fees:

1. Filing Fee	\$ 35.00
2. Certificate of Status	\$ 8.75
Total	\$ 43.75

Please forward stamped copy of the Articles of Amendment to my attention at Visitors Services International Corp.'s company office in the enclosed return envelope.

If you should have any questions, please call. Thank you for your attention to this request.

Sincerely yours,


Michael J. Gordon
Corporate Administrator

Handwritten notes:
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3-31-97

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VISITORS SERVICES, INC.

Pursuant the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:


FIRST: The name of the Corporation is hereby changed by amending Article I of the Articles of Incorporation to read as follows:

ARTICLE I

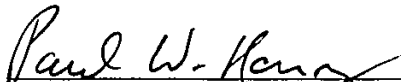
The name of the corporation shall be Visitors Services International Corp.

SECOND: The amendment was adopted on March 21, 1997, by resolution of the board of directors and the written consent of the stockholders in accordance with Section 607.0704, Florida Statutes, representing a sufficient number of votes necessary to approve this amendment.

Signed this 21st day of March, 1997.

By: 
Stephen G. McLean, CEO

ATTEST:


Paul W. Henry, Secretary

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
VISITORS SERVICES, INC.

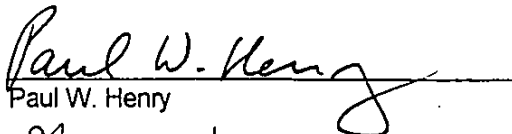
March 21, 1997

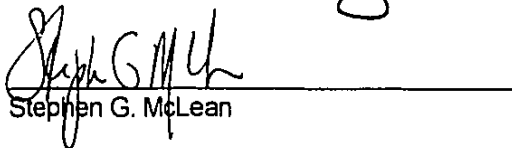
The undersigned, constituting all of the members of the Board of Directors of Visitors Services, Inc., a Florida corporation (the "Corporation"), in accordance with Section 607.0821 of the Florida Business Corporation Act, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent, which consent may be signed in one or more counterparts, each bearing a manual or facsimile signature by one or more directors, which together shall be deemed to constitute one instrument, as follows:

RESOLVED: That it is in the best interest of the Corporation to change its name from Visitors Services, Inc. to Visitors Services International Corp., and it is further

RESOLVED: That the Board of Directors recommend that a majority of its shareholders approve such name be changed and that the Articles of Incorporation be amended to reflect such name change.


Robert P. Gordon


Paul W. Henry


Stephen G. McLean

Robert J. Conrads

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
VISITORS SERVICES, INC.

March 21, 1997

The undersigned, constituting all of the members of the Board of Directors of Visitors Services, Inc., a Florida corporation (the "Corporation"), in accordance with Section 607.0821 of the Florida Business Corporation Act, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent, which consent may be signed in one or more counterparts, each bearing a manual or facsimile signature by one or more directors, which together shall be deemed to constitute one instrument, as follows:

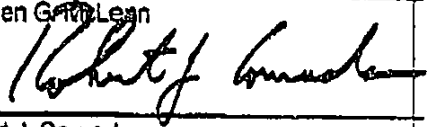
RESOLVED: That it is in the best interest of the Corporation to change its name from Visitors Services, Inc. to Visitors Services International Corp., and it is further

RESOLVED: That the Board of Directors recommend that a majority of its shareholders approve such name be changed and that the Articles of Incorporation be amended to reflect such name change.

Robert P. Gordon

Paul W. Henry

Stephen Griffin



Robert J. Conrads

INFORMAL ACTION BY
STOCKHOLDERS
OF
VISITORS SERVICES, INC.

March 21, 1997

The undersigned, constituting a majority of the stockholders of Visitors Services, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), in accordance with Sections 607.1003 and 607.0704 of the Florida Business Corporation Act, do hereby take the actions set forth below:

WHEREAS: The board of directors has recommended that the name of the Corporation be changed from Visitors Services, Inc. to Visitors Services International Corp., and that the Articles of Incorporation be amended to reflect such name change, it is

RESOLVED: That the name of the Corporation be changed from Visitors Services, Inc. to Visitors Services International Corp.

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the proper officers of the Corporation are hereby authorized and directed to file with the Secretary of State Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS:



TeleServices International Group Inc.
Chairman - Robert P. Gordon