P930002



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-06/30/99--01040--013 *****35.00 *****35.00

June 24, 1999

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Florida Department of State 409 East Gaines Street P.O. Box 6327 Tallahassee, FL 32314

Re: Premier Travel, Inc.

n/k/a RMI Design Internationale, Inc.

Dear Sir or Madam:

Enclosed for filing, please find the Second Amendment to the Articles of Incorporation for the above-referenced corporation along with our company check no.: 3941000740 in the amount of \$35.00 to cover the cost of filing.

This amendment changes the name of the corporation to Design Internationale-RMI, Inc.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me. My direct telephone number is (407) 532-1659.

Sincerely,

Melissa K. Livingston

Paralegal

Corporate Legal Department

/mkl

Enclosures

cc: Guy Nelson (w/encl.)

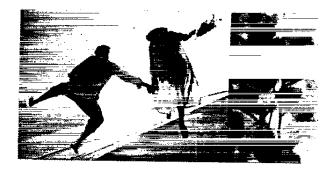
Jesus Menendez (w/encl.)

Sandra McLeod (w/encl.)

NO RB 7/19

Sunterra Resorts 1781 Park Center Drive Orlando, FL 32835 Phone: (407)532-1000 Fax: (407) 532-1077 www.sunterra.com





July 13, 1999

VIA AIRBORNE EXPRESS

Florida Department of State 409 East Gaines Street Tallahassee, FL 32399

Re: RMI Design Internationale, Inc.

Dear Sir or Madam:

Enclosed for filing, please find the Second Amendment to the Articles of Incorporation for the above-referenced corporation along with a copy of a letter dated July 7, 1999, from your office regarding this filing.

Please note that our company check no.: 3941000740 in the amount of \$35.00 to cover the cost of filing has been retained by your office.

This amendment changes the name of the corporation to Design Internationale-RMI, Inc.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me. My direct telephone number is (407) 532-1659.

Sincerely,

Melissa K. Livingston

Paralegal

Corporate Legal Department

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/mkl Enclosures



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 7, 1999

MELISSA K. LIVINGSTON, PARALEGAL SUNTERRA RESORTS 1781 PARK CENTER DR. ORLANDO, FL 32835

SUBJECT: RMI DESIGN INTERNATIONALE, INC.

Ref. Number: P93000023290

We have received your document for RMI DESIGN INTERNATIONALE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE DO NOT PUT THE COMPLETE NAME HISTORY IN THE HEADING, ONLY THE CURRENT NAME. ALSO THE NAME IN THE FIRST SENTENCE SHOULD BE "RMI DESIGN INTERNATIONALE, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson Corporate Specialist

Letter Number: 399A00035226

SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION FOR

RMI DESIGN INTERNATIONALE, INC.

The Sole Shareholder of RMI Design Internationale, Inc., a Florida corporation, (the "Corporation") desires to amend and restate the following provisions of the Articles of Incorporation on file with the Florida Secretary of State March 25, 1993, as amended on April 22, 1999, as follows:

Article I. Name. The name of the corporation shall be Design Internationale-RMI, Inc.

The foregoing amendment was adopted by the sole shareholder of the corporation this 24 day of June, 1999.

Resort Marketing International, Inc.,

a California corporation,

Sole Shareholder

Thomas A. Bell, Secretary

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