

POPHAM HAIK

SCHNOBRICH & KAUFMAN, LTD.

P93000040734

OKM, FLORIDA
TEL 305-530-1200

MINNEAPOLIS, MINNESOTA
TEL 612-333-4800

VACATIONS, INC. NOW AT
NATIONAL PLACE SUITE 4000

100 S.E. SECOND STREET

MIAMI, FLORIDA 33131-9101

TEL 305-530-0050 • FAX 305-530-0055

WASHINGTON, D.C.
TEL 202-624-8000

INTERNATIONAL AFFILIATION:
BEIJING, CHINA
TEL 011861-8135261

January 22, 1997

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399


Re: ROCLA VACATIONS, INC.

200002066292--8
-01/23/97--01069--004
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed are two originals of the Articles of Amendment to the Articles of Incorporation of ROCLA VACATIONS, INC. Please file one and certify the other and return it to the undersigned. Enclosed is a check in the amount of \$87.50 payable to the Department of State for the required fees. Should you have any questions regarding this filing, please telephone the undersigned. Thank you for your prompt assistance.

Very truly yours,


Maria E. Chang
For the Firm

Enc.
1129231.1

APPROVED
AND
FILED

JAN 23 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P93000040734
Notarized
Certified
1-23-97

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROCLA VACATIONS, INC.**

ARTICLE I

The name of the Corporation is ROCLA VACATIONS, INC.

ARTICLE II

The Articles of Incorporation of the Corporation filed with the Secretary of State of Florida on June 2, 1993 are hereby amended by deleting Article I of said Articles of Incorporation and replacing it with the following:

**"ARTICLE ONE
NAME AND ADDRESS**

The name of the corporation is LAKELANDS, INC. The address of the principal office and the corporation's mailing address is: 9999 SW 72nd Street, Suite 201, Miami, Florida 33173.

ARTICLE III

These Articles of Amendment do not provide for an exchange, reclassification, or cancellation of issued shares.

ARTICLE IV

These Articles of Amendment were duly approved and adopted by the shareholders of the Corporation on January 22, 1997. The number of votes cast for the amendment was sufficient for approval of the amendment.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of this 22 day of January, 1997.


Patricia Burnside, President

APPROVED
AND
FILED
97 JAN 23 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA