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February 3, 1997

Secretary of State
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

600002082936--6 -02/11/97--01009--021 \*\*\*\*\*\*70.60 \*\*\*\*\*\*35.00

RE: 1-800-BUDGET GETAWAYS, INC. and BRUDAV, Inc.

To Whom It May Concern:

Enclosed please find two Articles of Amendments to the above-named corporations duly executed by Bruce A. Shulman as President of the above-named corporations along with a check in sum \$70.00 as your fee for making the Amendment so indicated on the enclosed forms.

Thank you for your prompt assistance regarding this matter, and, please return a copy of this letter so enclosed indicating your receipt of same in the enclosed envelope.

Sincerely yours,

LYNN WALKER WRIGHT, B.A.

Mary T. Bradike

Assistant to LYNN WALKER WRIGHT

:mtb Enclosures corp\brudav.sec

## ARTICLES OF AMENDMENT

## TO

## ARTICLES OF INCORPORATION



OF 1-800-BUDGET GETAWAYS, INC. (present name)

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

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

> ARTICLE V. - Amended - The mailing address and the street address of the principal office of the Corporation is 7777 N. Wickham Road, Melbourne, Florida 32940.

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:

тш	RD: The date of each amendment's adoption:
FOU	IRTH: 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)
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder

Signed this	31	dayof	January	, 19	97								
Signa	iture _ (By the	Bri	or Vide Chairman of the Boo officer if adopted by the st		tors,								
OR  (By a director if adopted by the directors)  OR  (By an incorporator if adopted by the incorporators)													
							Bruce J. Shulman						
							Typed or printed name						
										President Dene	tor		