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September 10, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sun Holidays, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Amendment of Sun Holidays, Inc., a Florida corporation. Also enclosed please find a check in the amount of \$87.50 to cover the following costs:

\$35.00

Filing Fee

\$52.50

Certified Copy

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-09/15/97--01106--022

*****87.50 *****87.50

If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

VS SEP 22 1997

Amend

FILED
97 SEP 15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
SUN HOLIDAYS, INC.

FILED
97 SEP 15 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

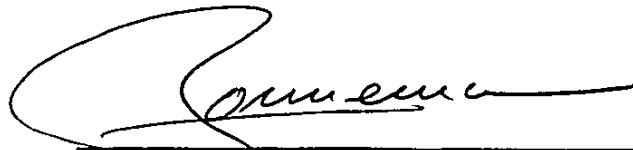
1. The name of the Corporation is SUN HOLIDAYS, INC. (the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, having a nominal or par value of One Dollar (\$1.00) per share.

3. The foregoing amendment was unanimously adopted by the Director and all of the Stockholders of the Corporation eligible to vote by a Written Consent signed by them on 9/9/97, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 9 day of SEPTEMBER, 1997.



FRANCISCO J. BONNEMAISON, President