

P95000047938

LAW OFFICES  
LAVALLE, BROWN, RONAN & SOFF  
PROFESSIONAL ASSOCIATION  
4800 NORTH FEDERAL HIGHWAY SUITE D-100  
POST OFFICE BOX 1004  
FORT LAUDERDALE, FLORIDA 33304

OFFICE USE ONLY

400001518884  
-06/21/95--01095--018  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -9 PM 12:28

RECEIVED  
95 JUN -9 AM 9:29  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
FOR  
SUN HOLIDAYS, INC.

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is SUN HOLIDAYS, INC.

ARTICLE II

The general nature of the business and the objects, purposes and powers to be transacted and carried on by this corporation are:

1. To engage in transactions involved with the travel industry, including but not limited to arranging air transportation, vacations and the like.
2. To sell, lease, and exchange real estate and to actively solicit and procure vendors and purchasers of real and personal property, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries, to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class, and description.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or

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other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To engage in any activity or business permitted under the laws of the United States or of this State.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue is One Hundred (100) shares of common stock, having a nominal or par value of ONE (\$1.00) DOLLAR per share.

#### ARTICLE FOUR

The initial street address of the Registered Office of this corporation is 4800 N. Federal Highway, Suite D300, Boca Raton, FL, 33431. The name of the Registered Agent of this corporation is JEFF M. BROWN, ESQUIRE. The mailing address for the Corporation is 7280 W. Palm, Suite 301, Boca Raton, FL, 33433.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VII

The name and street address of the members of the first Board of Directors and subscribers

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are:

NAME	ADDRESS
Paco Bonnemaison, President	7280 W. Palm, Suite 301 Boca Raton, FL 33433

#### ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved in a meeting of the Board of Directors, proposed by him to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement and manifest their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE IX

This corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in these Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named JEFF M. BROWN, ESQUIRE, as its Registered Agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

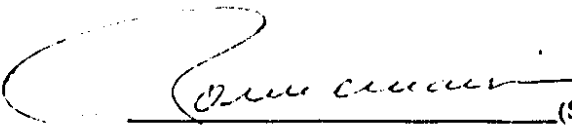
Having been named to accept service of process for the above-styled corporation pursuant to Florida Statutes 607.037 at place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
JEFF M. BROWN, ESQUIRE  
Registered Agent

IN WITNESS WHEREOF, I/we the undersigned, being the original Board of Directors and subscribers have hereunto set my/our hand and seal this 6th <sup>June</sup> ~~May~~, 1995, for the purpose of forming this Corporation to do business both within and without the State of Florida, and pursuant to the laws

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of the State of Florida for corporations, do make and file in the Office of the Secretary of State these Articles of Incorporation and certify that the facts herein are true.

  
\_\_\_\_\_(SEAL)  
FRANCISCO J. BONNEMAISON

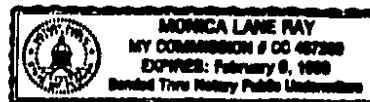
STATE OF FLORIDA                     )  
                                                  )ss:  
COUNTY OF PALM BEACH         )

BEFORE ME, the undersigned authority, this day personally appeared FRANCISCO J. BONNEMAISON, who is personally known to me or presented the following form of identification Passport being first duly sworn, deposes and says that he has read the foregoing Articles of Incorporation, that the facts and matters contained therein are true and correct and that he has executed same for the purposes therein expressed.

SWORN to and subscribed before me this 6<sup>th</sup> day of June, 1995.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



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DIVISION OF CORPORATIONS  
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LAW OFFICES  
**RAYMOND & RAYMOND**  
PROFESSIONAL ASSOCIATION  
1200 NORTH FEDERAL HIGHWAY, SUITE 411  
MCALISTON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.  
200 OCEAN DRIVE, SUITE 202 B  
VERO BEACH, FLORIDA 32963  
TELEPHONE (407) 234-5700  
TELEFAX (407) 234-4003

TELEPHONE (407) 368-2151  
TELECOPIER (407) 368-4668

MIAMI OFFICE: RAYMOND & RAYMOND, P.C.  
415 NORTH WOODWARD AVENUE, SUITE 200  
MIAMI BEACH, FLORIDA 33139  
TELEPHONE (305) 642-2322  
TELEFAX (305) 234-2051

OUR FILE NUMBER:

September 22, 1995

VIA FEDERAL EXPRESS  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600001552586  
-09/25/95--01055--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SUN HOLIDAYS, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Merger and Agreement of Merger and Plan of Reorganization for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee \$35.00 per entity	70.00
Certified Copy	<u>52.50</u>
TOTAL:	\$122.50

Please direct the certified copy of the Articles and Agreement and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

*John J. Raymond, Jr.*  
John J. Raymond, Jr.

Enclosures

*merger*

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SECRETARY OF STATE  
TALLAHASSEE, FL

N. HENDRICKS SEP 28 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

SUN HOLIDAYS, INC., A CONNECTICUT CORPORATION NOT QUALIFIED IN  
FLORIDA

INTO

**SUN HOLIDAYS, INC.**, a Florida corporation, P95000047938

File date: September 25, 1995

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER  
OF FLORIDA AND FOREIGN CORPORATION  
INTO  
SUN HOLIDAYS, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.234 of the Florida General Corporation Act, the undersigned Florida and foreign corporation adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Sun Holidays, Inc.	Connecticut
Sun Holidays, Inc.	Florida

2. The laws of the State under which such foreign corporation is organized permit such a merger.

3. The name of the surviving corporation is Sun Holidays, Inc., and it is to be governed by the laws of the State of Florida.

4. The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida General Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State of Connecticut under which it is organized:

PLAN OF MERGER

This Agreement and Plan of Merger, dated as of 9/15, 1995, Sun Holidays, Inc., a corporation duly organized and existing of the State of Connecticut, designated Sun Holidays, Inc., a duly organized and existing Florida corporation, hereby state as follows:

- a. The principal address of Sun Holidays, Inc., is located in Stamford, CT and was organized on November 6, 1981.
- b. The principal address of Sun Holidays, Inc., is 7280 W. Palmetto Park Road, Suite 302, Boca Raton, FL 33433 and was organized on June 9, 1995.

- c. Each of the above corporations has issued and outstanding 1000 shares of Common Capital Stock with a par value of \$1.00 per share.
- d. It is hereby agreed that Sun Holidays, Inc., a Connecticut corporation, shall be merged into Sun Holidays, Inc., a Florida corporation and the surviving corporation and its address shall be 7280 W. Palmetto Park Road, Suite 302, Boca Raton, FL 33433.
- e. On the effective date of the merger all shares of stock of Sun Holidays, Inc., a Connecticut corporation shall be canceled and rights in respect thereof shall cease and become the property and rights of Sun Holidays, Inc., a Florida corporation.
- f. Francisco J. Bonnemaïson and Anis de Bonnemaïson, shareholders of each corporation, have surrendered the stock of Sun Holidays, Inc., a Connecticut corporation to be canceled on the effective date of the merger.
- g. The names of the officers and directors of Sun Holidays, Inc., a Connecticut corporation are:  
  
Francisco J. Bonnemaïson President/Treasurer  
Anis de Bonnemaïson Secretary
- h. This merger is made and agreed to pursuant to the provisions of Section 607.234 of the Florida General Corporation Act and pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code and the applicable provision of the United States Treasury Regulations relating to the tax-free merger.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class of such Plan, are as follows:

<u>Name of Corp.</u>	<u>Number of Outstanding Shares</u>	<u>Entitled to vote as a Class Desig- nation of Class</u>	<u>Number of Shares</u>
Sun Holidays, Inc. a Connecticut corp.	1000	Common	1000
Sun Holidays, Inc. a Florida corp.	1000	Common	1000

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	Number of Shares			
	Total Voted For	Total Voted Against	Entitled to Vote as a Class	
			Voted For	Voted Against
Sun Holidays, Inc., a Connecticut corp.	1000	-0-	Common	-0-
Sun Holidays, Inc., a Florida corp.	1000	-0-	Common	-0-

7. The undersigned, Anis de Bonnemaïson, is the duly elected and authorized Secretary of each of the above corporations.

Sun Holidays, Inc., a Connecticut  
Corporation

BY: Anis de Bonnemaïson  
Anis de Bonnemaïson,  
Secretary

Sun Holidays, Inc., a Florida  
Corporation

BY: Anis de Bonnemaïson  
Anis de Bonnemaïson,  
Secretary

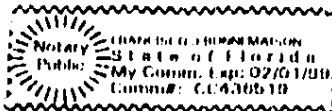
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANIS DE BONNEMAISON, who is personally known to me or who has produced her driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 15 day of SEPTEMBER, 1995

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2/1/99



## AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated 9/15, 1995, by and between Sun Holidays, Inc., a Florida Corporation, (hereinafter called "FLORIDA") and Sun Holidays, Inc., a Connecticut Corporation, (hereinafter called "CONNECTICUT").

### WHEREAS

1. The Board of Directors of FLORIDA and CONNECTICUT have resolved that CONNECTICUT and FLORIDA be merged and pursuant to the Business Corporation Act of the State of Florida and the Laws of Connecticut into a single corporation existing under the laws of the State of Florida, to wit, Sun Holidays, Inc., a Florida corporation which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of FLORIDA consists of 1000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called FLORIDA Common Stock), of which 1000 shares are issued and outstanding;

3. The authorized capital stock of CONNECTICUT consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called CONNECTICUT Common Stock), of which 100 shares of which are issued and outstanding; and

4. The respective Boards of Directors of FLORIDA and CONNECTICUT have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Act of the State of Florida and the Laws of the State of CONNECTICUT that CONNECTICUT shall be, at the Effective Date (as herein defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Sun Holidays, Inc., a Florida corporation, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

### 1. Stockholder's Meetings; Filings; Effect of Merger

1.1 CONNECTICUT Stockholder's Meeting: CONNECTICUT shall call a meeting of its stockholders to be held in accordance with the Laws of the State of Connecticut at the earliest practicable date,

upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by CONNECTICUT as Stockholders of CONNECTICUT. On or before July 1, 1995, Francisco J. Bonnemaïson and Anis de Bonnemaïson, as the stockholders of CONNECTICUT, shall adopt this Agreement in accordance with the Business Corporation Act of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of CONNECTICUT in accordance with the Laws of the State of Connecticut, (b) this Agreement has been adopted by Francisco J. Bonnemaïson and Anis de Bonnemaïson as the stockholders of CONNECTICUT, in accordance with the Business Corporation Act of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions thereof, then a Certificate of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Florida and Articles of Merger shall be filed in accordance with the Laws of the State of CONNECTICUT. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of CONNECTICUT shall cease, and FLORIDA shall be merged into Sun Holidays, Inc., a Florida corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of CONNECTICUT, and all singular, the rights, privileges, powers, and franchises of CONNECTICUT and all property, real, personal, and mixed, and all debts due CONNECTICUT on whatever account, as well for stock subscriptions and all other things in action or belonging to CONNECTICUT, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of CONNECTICUT; and the title to any real estate vested by deed or otherwise, under the laws of Florida and CONNECTICUT or any other jurisdiction, and CONNECTICUT, shall not revert or be in any way impaired; but all rights of creditors, and all liens upon any property of CONNECTICUT shall be preserved unimpaired, and all debts, liabilities, and duties of CONNECTICUT shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of CONNECTICUT or the corresponding offices of the Surviving Corporation, may, in the name of CONNECTICUT, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm

in the Surviving Corporation title to and possession of all CONNECTICUT property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Sun Holidays, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Sun Holidays, Inc., as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of Sun Holidays, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of CONNECTICUT and the nature and amount of securities of CONNECTICUT, which the holders of shares of FLORIDA Common Stock are to receive in exchange for such shares, are as follows:

3.1 FLORIDA Common Stock. Each one share of FLORIDA Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of FLORIDA Common Stock, and outstanding certificates representing shares of CONNECTICUT Common Stock shall thereafter represent shares of FLORIDA Common Stock. Such certificate may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 CONNECTICUT Common Stock held by Francisco J. Bonnemaïson and Anis de Bonnemaïson. All issued and outstanding shares of CONNECTICUT Common Stock held by Francisco J. Bonnemaïson and Anis de Bonnemaïson immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of

the Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of CONNECTICUT; if the Board of Directors of FLORIDA of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Francisco J. Bonnemaïson and Anis de Bonnemaïson on the date first above written.

ATTEST:

Anis de Bonnemaïson  
Anis de Bonnemaïson,  
Secretary

(SEAL)

Sun Holidays, Inc., a  
Connecticut corporation

By: Francisco J. Bonnemaïson  
Francisco J. Bonnemaïson,  
President

ATTEST:

Anis de Bonnemaïson  
Anis de Bonnemaïson,  
Secretary

(SEAL)

Sun Holidays, Inc., a  
Florida corporation

By: Francisco J. Bonnemaïson  
Francisco J. Bonnemaïson,  
President

P95000047938

LAW OFFICES

ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100  
FORT LAUDERDALE, FLORIDA 33301-1148

MAILING ADDRESS:

P.O. BOX 14098

FORT LAUDERDALE, FLORIDA 33302-4098

TELEPHONE (954) 462-3300  
FROM MIAMI (305) 947-1052  
FACSIMILE (954) 763-2439

BOCA RATON OFFICE  
120 EAST PALMETTO PARK ROAD  
SUITE 450  
BOCA RATON, FLORIDA 33432-6090

TELEPHONE (861) 347-1700  
FACSIMILE (861) 391-9944

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  
\$52.50

Filing Fee  
Certified Copy

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\*\*\*\*\*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*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
SUN HOLIDAYS, INC.

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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