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SUITE IN

152 Pub AVENUE SAI.

LARGO, FLORIDA 33770-3613

WILLS & TYPING BANKRUPTCY & DIVORCE INCORPORATIONS

TELEPHONE 813 559-8505 FACSIMILE 584-1462

September 5, 1997

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

800002287458--2 -09/08/97--01132--008 *****35.00 *****35.00

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to: Vacation Break Gulf Coast, Inc.

The above named corporation wishes to delete an Officer by

deleting Rick Alexander as President

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM:

Barbara S. Hicks 152 8th Avenue, S.W., Suite 2A Largo, Florida 33770-3613 (813) 559-8505

Sincerely,

Barbara S. Hicks

- November 2

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VACATION BREAK GULF COAST, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorportation:

FIRST:

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

ARTICLE V INCORPORATORS

Delete:	Rick Alexander, · President
	If an amendment provides for an exchange, reclassification or cancellation ares, provisions for implementing the amendment if not contained in the self; are as follows:
THIRD:	The date of each amendment's adoption: September 5, 1997.
FOURTH:	Adoption of Amendment(s) (check one)
	The amendments 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
	last line page 1 of 2

APP(69/E

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- _X_ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of September, 1997.

Signature

JOHN RADENBAUGH Director