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Requestor's Name

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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

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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AMEND
CRF
11-10

**THIRD ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VACATION WONDERLANDS OF AMERICA, INC.**

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of FS§607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Vacation Wonderlands of America, Inc.
2. The following amendments of the articles of incorporation were adopted unanimously by the shareholders and directors of the corporation on the 21st day of September, 1998 in the manner prescribed by the Florida Business Corporation Act:

Article III of the Articles of Incorporation is amended
to read as follows:

"ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is:

20,000,000 shares of common stock with a
par value of \$.0005 per share;

and

10,000,000 shares of 18% preferred stock with
a face value of \$1.00 per share. All dividends
on the preferred stock shall be CUMULATIVE."

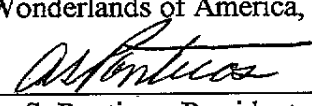
3. The number of shares of the corporation outstanding at the time of adoption was 10,000,000 shares of common stock with a par value of \$.0005, all of which were entitled to vote on the amendment.

4. All shares voted for the Amendment.

Dated: the 22 day of
October, 1998

Attested: 
G. Lee Smith, Secretary

Vacation Wonderlands of America, Inc.

by: 
Andrew S. Ponticos, President

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