

International Resorts Group, Inc.

A Subsidiary of International Resorts and Entertainment Group, Inc.

P97000002998

January 28, 1998

State of Florida
Department of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

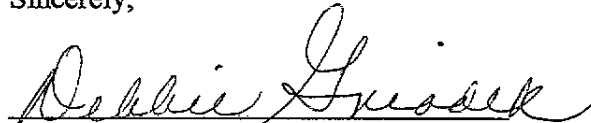
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 8:26

Dear To Whom It May Concern,

Please find enclosed an Amendment to Articles of Incorporation for International Resorts Group, Inc.; a Consent of Action and a check in the amount of thirty-five dollars [\$35.00] for the recording fee of these documents. Should you have any questions please contact Debbie Gniadek at 407-805-9131.

Thank you.

Sincerely,



Debbie Gniadek on behalf of
Joey DiFrancesco / C E O

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Amend + N.C.
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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL RESORTS GROUP, INC.**

THE UNDERSIGNED, being President of, INTERNATIONAL RESORTS GROUP, INC.
does hereby amend its Articles of Incorporation as follows :

ARTICLE III

NAME

Effective upon the date of the filing of this amendment, the name of the Corporation shall be NORTH AMERICAN RESORTS VACATION CLUB, INC.


ARTICLE IV

CAPITAL STOCK

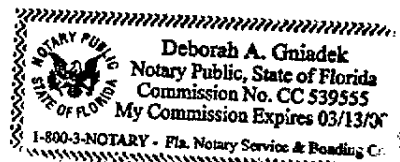
Effective upon the date of the filing of this amendment, the capital stock of this Corporation shall consist of 7,500,000 shares of common stock, having a par value of \$.01.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 26, 1998 and that the number of votes cast was sufficient for approval.

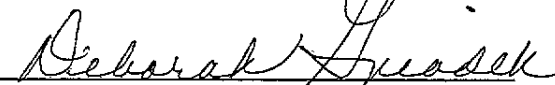
IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to Articles of Incorporation this 26th day of January, 1998.


Joey DiFrancesco, President

State of Florida
County of Seminole



The foregoing instrument was acknowledged before me this 26th day of January, 1998, by Joey DiFrancesco, who is personally known to me.


Deborah Gniadek, Notary

My commission expires : 3/13/2000

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**CONSENT OF ACTION OF DIRECTORS AND MAJORITY SHAREHOLDERS OF
INTERNATIONAL RESORTS GROUP, INC.**

The undersigned, being Director and majority shareholder of International Resorts Group, Inc., a Florida Corporation [hereinafter the Company] does hereby unanimously consent to the following actions taken and done at 9:00 a. m. on this 26th day of January, 1998, pursuant to applicable Florida Statutes.

RESOLVED: *To change the name of the Company to North American Resorts Vacation Club, Inc.*

RESOLVED: *The capital stock of this Corporation shall consist of 7,500,000 shares of common stock, having a par value of \$.01.*

There being no further business, the meeting was adjourned.



Joey DiFrancesco *On behalf of*
International resorts Group, Inc.