1307 East Normandy Boulevard, Suite 1

Deltona, Florida 32725

Karen Bradbeer - EA*, ABA*, ATA* Sandra King - ABA* Karen DeVane

A Professional Accounting Firm

Tel: 407/ 574-8488 Fax: 407/ 574-8577

November 1, 1997

Florida Dept of State Division of Corporations Corporate Records P.O. Box 6327 Tallahassee, FL 32314

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RE: Timeshare Resales Worldwide, Inc., DN P97000007993

To Whom It May Concern:

The above referenced Florida corporation has discovered that the name of the corporation, Timeshare Resales Worldwide, Inc., has been trademark/registered with the Federal government by an entity with the same name in California. In order to avoid any conflict, we wish to file an amendment to the Articles of Incorporation for the above referenced corporation (which are enclosed) reflecting a new name of Timeshare Resales USA, Inc.

Please find enclosed a check in the amount of \$43.75 to cover the cost of the name change and a certificate of status which should reflect the new corporate name. Please mail the certificate and any related paperwork to the address below:

> Bradbeer & Associates, Inc. 1307 E. Normandy Blvd., Ste 1 Deltona, FL 32725

If you require any additional information regarding this entity please feel free to contact our office. Thank you for your assistance concerning this matter.

Sincerely,

BRADBEER & ASSOCIATES, INC.

Sandra King

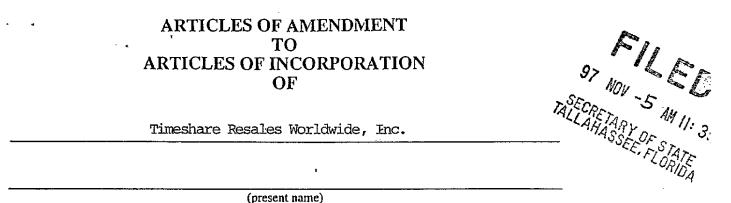
Accountant

/slk

enclosures (3) Copy of Articles of Incorporation Articles of Amendment Check for \$43.75

Carole Levene, President

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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

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

Article I is being amended to read:

Timeshare Resales USA, Inc.

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: November 1, 1997
FOURTI	I: Adoption of Amendment(s) (CHECK ONE)
0	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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
Ü	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 3rd day of November , 19 97 By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders.
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
•	Carole Levene
	Typed or printed name
	PRESIDENT
Title	