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September 1, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

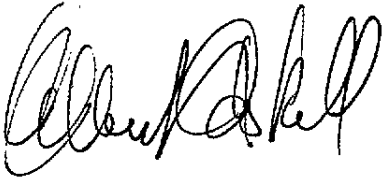
RE: TROPICAL RESERVATIONS INTERNATIONAL, INC.

Dear Sir/Madam:

500002632335--7
-09/04/98--01086--004
*****35.00 *****35.00

Enclosed herein you will find two copies of an Articles of Amendment to Articles of Incorporation of the above referred corporation, together with a check in the amount of \$35.00, for costs. Please forward an approved copy to my office in the self-addressed, stamped envelope provided herein. If you have any questions, please contact my office.\

Sincerely,



Albert I. Caskill

AIC:njm

Enclosures

Amend
FILED
98 SEP -4 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL SEP 1 0 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TROPICAL RESERVATIONS INTERNATIONAL, INC.**

FILED
98 SEP -4 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted:

ARTICLE III, Capital Stock, is hereby amended to increase the maximum number of shares of stock from 7,500 shares of common stock to 9,000 shares of common stock, and is amended to read as follows:

**ARTICLE III
Capital Stock**


The maximum number of share of stock which this corporation is authorized to have outstanding at any one time is nine thousand (9,000) shares of common stock of One Dollar (\$1.00) par value.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

SECOND:

The foregoing amendment was adopted at a special meeting of the shareholder on June 1, 1998. The amendment was presented at the meeting and was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 1st day of June, 1998.



JONATHON BRINKMAN, Secretary
TROPICAL RESERVATIONS
INTERNATIONAL, INC