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May 4, 1998

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

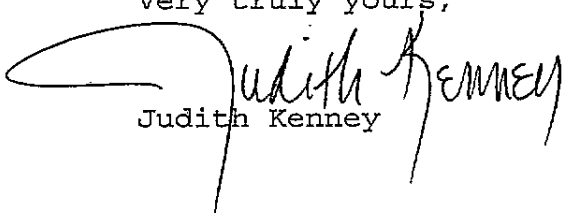
Re: Articles of Amendment to Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find two originally executed copies of the Articles of Amendment to the Articles of Incorporation of Vacation-Line, Inc. together with our check in the amount of \$35.00 to cover the filing fee.

Please process accordingly.

Very truly yours,


Judith Kenney

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98 MAY -6 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
LFT 5-13-98

FILED

ARTICLES OF AMENDMENT

98 MAY -6 PM 2:58

TO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VACATION-LINE, INC.

Original Articles of Incorporation filed with
the Florida Department of State on
May 2, 1997

1. The name of the corporation filing these Articles of Amendment is Vacation-Line, Inc. (the "Corporation").

2. The Board of Directors and Shareholders of the Corporation, on the 1st day of December, 1997, approved and adopted the following amendment to the Corporation's Articles of Incorporation:

Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the Corporation shall have authority to issue shall be 2,000,000 Shares of common stock with a par value of \$0.10 per share.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of Vacation-Line, Inc., the 31st day of March, 1998.

VACATION-LINE, INC.

By: 

Patrick Hibson,
Secretary/Treasurer