



THE UNITED STATES
CORPORATION
COMPANY

P97000058274

ACCOUNT NO. : 072100000032

REFERENCE : 443060 7131690

AUTHORIZATION :

COST LIMIT :

Patricia P. Pitt
\$ 35.00

ORDER DATE : June 26, 1997

ORDER TIME : 1:43 PM

ORDER NO. : 443060-025

700002274217--8

CUSTOMER NO: 7131690

CUSTOMER: Mr. Brad Batnett
Mr. Brad Barnett
1808 West End Avenue, #715

Nashville, TN 37203

DOMESTIC AMENDMENT FILING

NAME: INTERMARK RESORTS CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 AUG 21 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 AUG 21 PM 3:39
DIVISION OF CORPORATION

NC
[Handwritten initials]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1997

CSC
DANIEL W. LEGGETT
TALLAHASSEE, FL 32301

SUBJECT: INTERMARK RESORTS CORP.
Ref. Number: P97000058274

RESUBMIT

Please give original
submission date as file date.

We have received your document for INTERMARK RESORTS CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00042473

67 AUG 23 2 11 PM '97
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

INTERMARK RESORTS CORP.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

ARTICLE 1:

The name of the Corporation shall be:

INTERMARK RESORTS INC.

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the First day of August, 1997. Shareholder approval was not required.

Dated: August 1, 1997

By _____
President or Vice President

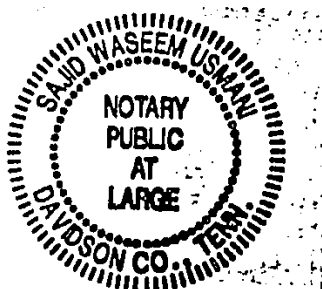
By Brad Barnett
Secretary or Asst. Secretary
BRAD BARNETT, DIRECTOR

STATE OF TN
COUNTY OF Davidson

Before me, the undersigned authority, personally appeared HERMAN RADFORD BARNETT, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
1st day of August, 1997.

Sajid Waseem Usman
Notary Public



My Commission Expires Jan. 27, 2001

97 AUG 21 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA