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LAW OFFICES OF
CLIFTON A. LIVINGSTON
PROFESSIONAL ASSOCIATION

201 East Davis Blvd.
TAMPA, FLORIDA 33606

(813) 254-7777
FAX (813) 254-5400

December 17, 1997

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

100002377601--5
-12/19/97--01045--011
*****35.00 *****35.00


**RE: Filing of Article of Amendment and Action By Written
Consent of the Shareholders of Vacation Escape By
The Sea, Inc.**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Article of Amendment and Action By Written Consent Of The Shareholders of Vacation Escape By The Sea, Inc. along with my firm's check in the amount of \$35.00 to the Secretary of State.

Thank your for your assistance in this matter. If you have any questions, please immediately contact me at the above telephone number.

Cordially,



Clifton A. Livingston

FILED
97 DEC 19 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/26
N/C Amend

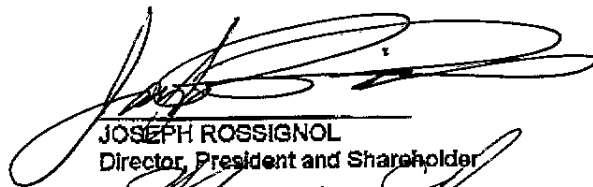
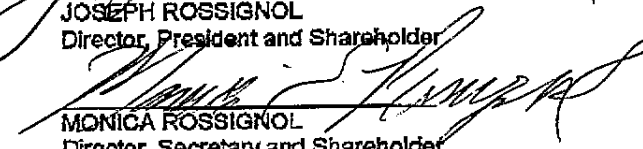
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97 DEC 19 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF AMENDMENT

We, the undersigned, being the sole shareholders of Vacation Escape By The Sea, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by written consent, pursuant to the provisions of Section 607.134, Florida Statutes:

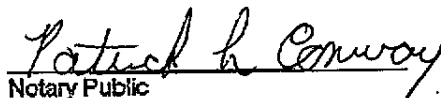
RESOLVED, that the name of the corporation, Vacation Escape By The Sea, Inc. shall be changed to JMR Marketing, Inc. as of this date, the corporation shall henceforth be known as JMR Marketing, Inc.

Dated: November 25 1997.

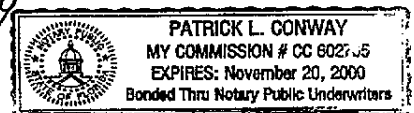

JOSEPH ROSSIGNOL
Director, President and Shareholder

MONICA ROSSIGNOL
Director, Secretary and Shareholder

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~

Pinellas
The foregoing instrument was acknowledged before me this 25th day of November, 1997, by Joseph Rossignol, an individual who has produced Florida Driver's License No. R225 495590110 as identification and did not take an oath.

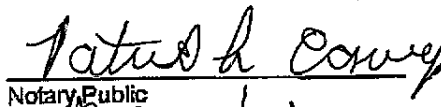

Notary Public

Patrick L. Conway
Notary's Printed Name
My Commission Expires:

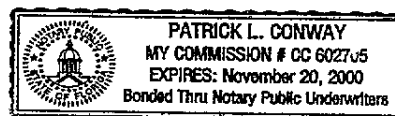


STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~

Pinellas
The foregoing instrument was acknowledged before me this 25th day of November, 1997, by Monica Rossignol, an individual who has produced Florida Driver's License No. R225 545595090 as identification and did not take an oath.


Notary Public

Patrick L. Conway
Notary's Printed Name
My Commission Expires:

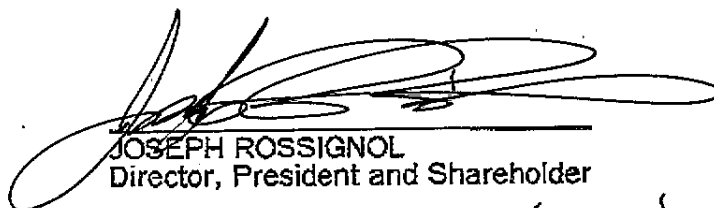


ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS
OF VACATION ESCAPE BY THE SEA, INC.

The undersigned, JOSEPH ROSSIGNOL and MONICA ROSSIGNOL, being the all of the shareholders of the corporation, VACATION ESCAPE BY THE SEA, INC., take the following action by written consent:

RESOLVED, that the corporation's name shall be changed from VACATION ESCAPE BY THE SEA, INC. to JMR MARKETING, INC.

Dated: November 25th, 1997.



JOSEPH ROSSIGNOL
Director, President and Shareholder



MONICA ROSSIGNOL
Director, Secretary and Shareholder