

P970000089198



March 8, 1999

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*****35.00 *****35.00

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

ATTENTION: Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor


RE: MILLENNIUM VACATION CLUB, INC.
Ref. Number: P97000089198
Letter Number: 198A00027362

Dear Ms. Flemming-Jackson:

Enclosed please find a check in the amount of \$35.00 for fee to file articles of amendment as well as the notarized document signed by its officers.

If you have any questions, please feel free to contact me at (305) 913-1170.

Respectfully,



Camilo Aguirre
General Partner
CA/mc/Ltr to FL Dept. of State

FILED
99 MAR 10 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend & Name Change
NFS 3-11-99*

FILED

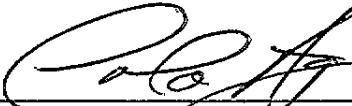
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AMENDMENT TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE MILLENNIUM VACATION CLUB, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

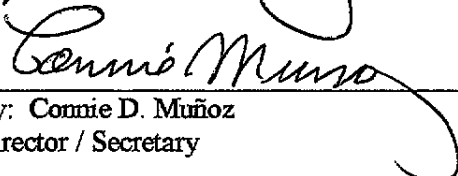
This amendment made and entered into this 24th day of April, 1998 by the directors and stockholders of Millennium Vacation Club, Inc., a Florida corporation for profit (hereinafter directors), therein amending the corporate name from Millennium Vacation Club, Inc. to Millennium Beach & Spa Club, Inc., pursuant to a resolution of all stockholders and directors resolved unanimously after notice on the 24th day of April, 1998 and to amend article VII to 3 directors instead of 4 directors.

IN WITNESS WHEREOF, the directors and stockholders have caused this amendment to be duly executed and corporate seals affixed this 24th day of April, 1998.

MILLENNIUM VACATION CLUB, INC.

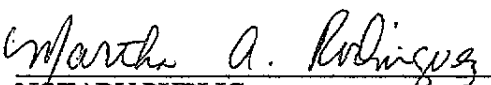

By: Camilo B. Aguirre
Director / President


By: Lourdes R. Gonzalez
Director / Vice-President


By: Connie D. Muñoz
Director / Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 24th day of April, 1998 by Camilo B. Aguirre, Lourdes R. Gonzalez and Connie D. Muñoz of Millennium Vacation Club, Inc., a Florida corporation for profit, who personally appeared before me and who are personally known by me or who produced _____ as identification.


NOTARY PUBLIC

SEAL

