

P98000022662

RUSSELL LAW OFFICES

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

537 NORTH MAGNOLIA AVENUE

POST OFFICE BOX 886

ORLANDO, FLORIDA 32802

TELEPHONE (407) 422-1234

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October 7, 1999

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

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

Re: Power Cafes, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Incorporation of Power Cafes, Inc. for filing. I have enclosed this firm's check in the amount \$35.00 for the filing of the amended articles.

Thank you for your service in this matter.

Sincerely,

R. L. Russell

Rodney L. Russell

Enclosures

X00789,

DOZ
10/29/99

Name

Change

Amend

FILED
99 OCT 11 PM 3:19
TALLAHASSEE FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 1999

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: POWER CAFES, INC.
Ref. Number: P98000022662

We have received your document for POWER CAFES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 399A00051757

Corrected

RECEIVED
99 OCT 29 PM 1:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 1999

~~Rodney L. Russell, Esquire~~
~~Post Office Box 886~~
~~Orlando, FL 32802~~

SUBJECT: POWER CAFES, INC.
Ref. Number: P98000022662

We have received your document for POWER CAFES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 599A00050184

ARTICLES OF AMENDMENT
OF
POWER CAFES, INC.

FILED
99 OCT 11 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Power Cafes, Inc.

2. Article 1 of the Articles of Incorporation of Power Cafes, Inc., is hereby amended to read:

The name of the Corporation is LIFETIME VACATIONS COMPANY, INC. The principal place of business of this corporation is 500 North Rainbow Boulevard, Suite 300, Las Vegas, Nevada 89107.

3. The foregoing amendment was approved by the Statement Manifesting Intent to Amend the Articles of Incorporation of Power Cafes, Inc., signed by all Shareholders and Directors. The date of adoption is October 6, 1999.

IN WITNESS WHEREOF the undersigned officers have executed these Articles of Amendment this 6 day of October, 1999.

Sharon S. Wilson

Barbara L. Romano

John Ferraro
President

Sworn to and subscribed
before me this 6th day of
October, 1999.

Sharon S. Wilson
Notary Public
My commission expires:

Corp\Amend.Art



SHARON S. WILSON
Notary Public, State of Florida
My Comm. Exp. May 25, 2001
Comm. No. CC 645259