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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ALAN D STUPARITZ

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(954) 783-2578

NAME: VACATIONTIME MARKETING, INC.

AUDIT NUMBER.....H98000013882

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1998

VACATIONTIME MARKETING, INC.  
900 EAST ATLANTIC BOULEVARD  
POMPANO BEACH, FL 33060

SUBJECT: VACATIONTIME MARKETING, INC.  
REF: F98000040864

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Darlene Connell  
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 29, 1998

VACATIONTIME MARKETING, INC.  
900 EAST ATLANTIC BOULEVARD  
POMPANO BEACH, FL 33060

SUBJECT: VACATIONTIME MARKETING, INC.  
REF: P98000040864

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson  
Corporate Specialist

FAX Aud. #: H98000013882  
Letter Number: 798A00039735

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## ARTICLES OF AMENDMENT

RESOLVED THIS 27th DAY OF JULY, 1998 THAT ARTICLE XIII OF THE ARTICLES OF INCORPORATION OF VACATIONTIME MARKETING, INC. BE ADDED TO READ AS FOLLOWS: THE NAMES OF THE OFFICERS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL THEIR SUCCESSORS ARE CHOSEN ARE:

<u>NAME</u>	<u>OFFICE HELD</u>
STEVEN MCPHEE	C.E.O. AND VICE-PRESIDENT
CHERYL SCHMITT	PRESIDENT AND SECRETARY/TREASURER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, STEVEN MCPHEE, DO CERTIFY THAT I AM THE DULY ELECTED AND QUALIFIED C.E.O. AND KEEPER OF THE RECORDS AND CORPORATE SEAL OF VACATIONTIME MARKETING, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, THAT THE ABOVE IS A TRUE AND CORRECT COPY OF A RESOLUTION DULY ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS THEREOF, CONVENED AND HELD ON JULY 27, 1998 IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA AND THE BYLAWS OF SAID CORPORATION AND THAT SUCH RESOLUTION IS NOW IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, I HAVE AFFIXED MY NAME AS , THIS 27th DAY OF JULY, 1998.

ADOPTED BY DIRECTORS ON JULY 27, 1998, BY UNANIMOUS VOTE WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

Signed this 27 day of July, 1998.

  
STEVEN MCPHEE

Steven P. McPhee  
Typed or printed name

C.E.O. & Vice Pres.  
Title

ALAN D. STUPARETZ, P.A.  
ALAN'S ACCOUNTING & TAX SERVICE  
900 E. ATLANTIC BLVD., SUITE 17  
POMPANO BEACH, FLORIDA 33060  
(954) 783-5030

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