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TO: Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

FROM: CHRISTOPHER C. CATHCART, ESQ.

RE: FLORIDA VILLAS DIRECT/Corporate
File No. 883.001

DATE: April 9, 1999

ENCLOSED: (1) Original Articles of Amendment to the Articles of Incorporation of
U.S. Holidays International, Inc.
(2) This firm's check in the amount of \$35.00 for your filing fee

The following enclosures are forwarded for action indicated by check mark below

<input type="checkbox"/> For your file.	<input type="checkbox"/> Response due.
<input type="checkbox"/> Please file with court file.	<input type="checkbox"/> Invoice - Please make direct payment.
<input type="checkbox"/> Signature.	<input type="checkbox"/> Deposition scheduled.

☒ Other: *Please file the Articles in accordance with your usual procedures.*

COMMENTS: Thank you for your time and attention in this matter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BBS

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
U.S. HOLIDAYS INTERNATIONAL, INC.**

Pursuant to the provisions of Section 607.117 and 607.181 of the Florida General Corporation Act, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I. NAME

The name of this corporation is:

FLORIDA VILLAS DIRECT, INC.

2. These Articles of Amendment were adopted by the directors and shareholders of Florida Villas Direct, Inc. on or about January 12, 1999 as reflected in the appropriate Written Action Minutes.

DATED this 12 day of January, 1999.


Garrett Kenny, President

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GARRETT KENNY, Director and Shareholder of U.S. Holidays International, Inc., to me known to be the person described in and who executed the foregoing Articles of Amendment, and acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me or has produced _____ as identification.



Christopher C. Cathcart
My Commission CG630450
Expires April 07, 2001


NOTARY PUBLIC

Print Name: _____

Commission No.: _____

My Commission Expires: _____