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FREEDMAN & McCLOSKY

PROFESSIONAL ASSOCIATION SUITE 700, SOUTHTRUST TOWER ONE EAST BROWARD BOULEVARD FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY RANDY R. FREEDMAN TELEPHONE (954) 764-3800 TELECOPIER (954) 764-2840

July 17, 2000

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

Secretary of State Division of Corporations Amendment Section Attn: P.O.Box 6327 Tallahassee, FL 32314

> Articles of Amendment to Articles of Incorporation of LEISURE MARKETING, INC.

Dear Sir/Madam:

Pursuant to a telephone conference with one of your staff members I have enclosed the following:

- Articles of Amendment to Articles of Incorporation of Leisure Marketing, Inc. duly executed by Gerald M. Hatfield, President; and
- Our firm check number 1791 in the amount of \$35.00. 2.

Should you have any questions with reference to this matter, please feel free to contact our office. Thank you.

N. Sprang

J. Major Secretary to

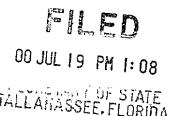
RANDY R. FREEDMAN

truly yours,

/fjm

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



LEISURE MARKETING, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

- A. Article One of the original Articles of Incorporation is hereby amended to reflect that the name of the corporation shall be **Algernon Ltd.**, **Inc.**
- B. Article Nine of the original Articles of Incorporation is hereby amended to reflect that the new address of the corporation shall be 1313 Seabreeze Boulevard, Fort Lauderdale, Florida, 33316.
- C. The name and address of the new registered agent and office shall be Gerald M. Hatfield, 1313 Seabreeze Boulevard, Fort Lauderdale, FL 33316.

SECOND: The date of each of the aforementioned amendment adoptions was June 26, 2000.

THIRD: Adoption of amendments

A. The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

FOURTH: The date of incorporation/qualification is Document number P98000047933.

SIGNED this 157 day of

GERALD M. HATFIELD, President

C:\OFFICE\RRF\HATFIELD\ARTICLES.AMD