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AmeriNetGroup.com

A publicly held Delaware corporation

Michael Harris Jordan
President & Chief Executive Officer

Vanessa H. Lindsey
Secretary

G. Richard Chamberlin, Esquire
General Counsel

Michael Harris Jordan	G. Richard Chamberlin
Anthony Q. Joffe	Saul B. Lipson
Edward C. Dmytryk	Penny L. Adams Field
J. Bruce Gleason	Michael A. Caputa
Carol A. Berardi	Dennis A. Berardi

Board of Directors

Wriwebs.com, Inc.
245 North Ocean Boulevard, Suite 201
Deerfield Beach, Florida 33441
Telephone (954) 360-0636; Fax (954) 943-4046
Web site and e-mail www.wriwebs.com

Trilogy International, Inc.
526 Southeast Dixie Highway, Stuart, Florida 34494
Telephone (561) 781-7278; Fax (561) 781-7282
Web site and e-mail www.trilogyonline.com

Operating Subsidiaries

1941 Southeast 51st Terrace
Ocala, Florida 34471
Telephone (352) 694-6714
Fax (352) 694-9178
e-mail, grichard@atlantic.net

Crystal Corporate Center
2500 North Military Trail, Suite 225-C
Boca Raton, Florida 33431
Telephone (561) 998-3435
Fax (561) 998-3425
e-mail webmaster@amerinetwork.com

Respond to Boca Raton address

March 9th, 2000

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re.: *Amendments to Articles of Incorporation of Vista Vacations International, Inc.*

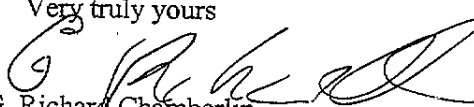
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$35 covering the costs of filing the articles of amendment.

If you have any questions or comments, please contact the undersigned.

Very truly yours


G. Richard Chamberlin
General Counsel

FILED
00 MAY 16 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
(CROS) 17



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e-mail webmaster@amerinetgroup.com

Respond to Boca Raton address

May 2, 2000

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: *Amendments to Articles of Incorporation of Vista Vacations International, Inc.*

Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) Letter from the Florida Department of State requesting changes.

If you have any questions or comments, please contact the undersigned.

Very truly yours


George Franjola
General Counsel



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

G. RICHARD CHAMBERLIN, GENERAL COUNSEL
AMERINETGROUP.COM
2500 NORTH MILITARY TRAIL, SUITE 225C
BOCA RATON, FL 33431

SUBJECT: VISTA VACATIONS INTERNATIONAL, INC.
Ref. Number: P98000095234

We have received your document for VISTA VACATIONS INTERNATIONAL, 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):

Please entitle your document Amended and Restated Articles of Incorporation.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

PLEASE ONLY LIST THE CURRENT INFORMATION WHEN IT COMES TO OFFICER, DIRECTORS AND REGISTERED AGENT.

WHAT YOU HAVE SUBMITTED IS LIKE 2 SEPARATE DOCUMENTS. THIS SHOULD BE CONSOLIDATED INTO ONE DOCUMENT.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 600A00017420

RECEIVED
00 MAY 16 PM 1:26
DIVISION OF CORPORATIONS

**Articles of Amendment to
Articles of Incorporation of
Vista Vacations International, Inc.**

- (1) The name of the corporation is Vista Vacations International, Inc., (the "Corporation").
- (2) The following amendments were unanimously adopted by the Corporation's stockholders and board of directors by written consent in lieu of special meeting dated March 1, 2000, the number of votes cast for the amendments being sufficient for approval.
 - (a) Articles 1, 2, 3, 4 and 5 are repealed.
 - (b) The following new Articles are adopted:

**ARTICLE I
NAME**

The name of this Corporation is "Vista Vacations International, Inc."

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business; *provided, however*, that it shall not:

- (A) Engage in any activities that would subject it to regulation as an investment company under the Federal Investment Company Act of 1940 (the "Investment Company Act"), as amended, unless it shall have first qualified and elected to be regulated as a small business development company pursuant to Sections 54 *et. seq.*, thereof, and limits its investment company activities to those permitted thereby; or
- (B) Engage in any activities which would subject the Corporation to regulation as a broker dealer in securities subject to regulation under the Securities Exchange Act of 1934, as amended (the "Exchange Act") or as an investment advisor subject to regulation under the Investment Advisors Act of 1940, as amended (the "Investment Advisor's Act"); or

- (C) Engage in any other activities requiring the Corporation to comply with governmental registration and supervision, unless it has completed such registration and conducts itself in full compliance with such supervisory requirements.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares, \$0.01 par value, all of which shall be designated as common stock.

ARTICLE V
QUORUM FOR MEETINGS

- (A) A simple majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.
- (B) A simple majority of the persons then comprising the entire membership of the board of directors, but including all persons elected as members of the board of directors by the stockholders who were not required to be nominated and elected as directors pursuant to contractual obligations, shall constitute at quorum at a meeting of the board of directors.

ARTICLE VI
REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL

- (A) The street address of the registered office of this Corporation is 1941 Southeast 51st Terrace; Ocala, Florida 34471, and the name of the initial registered agent of this corporation at such address is Vanessa H. Lindsey.
- (B) The Corporation's principal office and principal mailing address is 5653 NW 29th Street; Margate, Florida 33063
- (C) The Corporation's telephone number is (954) 975-0898, its fax number is (954) 975-8447 and its e-mail address is Terie@flinet.com.

ARTICLE VII
BOARD OF DIRECTORS

- (A) This Corporation shall have one Director.
- (B) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.

(C) The name and address of the Director of this Corporation is as follows:

Teri Nadler
5653 N.W. 29th Street
Margate, FL 33063

(D) The obligations of the Corporation's stockholder to elect members to the Corporation's Board of Directors in the manner reflected in the Reorganization Agreement between Vista Vacations International, Inc., and AmeriNet Group.com, Inc., a Delaware corporation, and others, shall be complied with in conjunction with all elections of members to the Corporation's Board of Directors during the term of such obligations and no election in contravention of such terms shall be valid.

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Teri Nadler
5653 NW 29th Street,
Margate, Florida 33063

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(b) thereof.

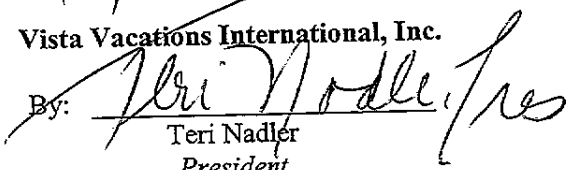
ARTICLE X
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribe or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

In Witness Whereof, the Corporation, through its duly elected, serving and authorized president, has subscribed its name this 5 day of May 2000.

Vista Vacations International, Inc.

By:


Teri Nadler
President