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BLANKENSHIP
LAW FIRM, P.A.

February 22, 2001

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-02/23/01--01070--011
*****43.75 *****43.75

Division of Corporations
P.O.B. 6327
Tallahassee FL 32314

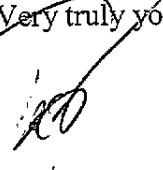
Re: Articles of Amendment for RAINBOW&STARS 2, INC.

Dear Clerk:

Attached are Articles of Amendment for Rainbow & Stars 2, Inc. The corporation will hence be called RBS Holidays, Inc.

I have enclosed \$43.75 to cover the amendment fee and a certificate of status reflecting Rainbow & Stars 2, Inc.'s name change.

Very truly yours,


Tad A. Ciplef

Enclosures

cc: Jerald C. Rosenberg

FILED
01 FEB 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

1300 Marsh Landing Pkwy-Suite 108
Jacksonville Beach, FL 32250

T BROWN FEB 26 2001

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fax 543 1467
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01 FEB 23 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
FOR
RAINBOW & STARS 2, INC,**

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

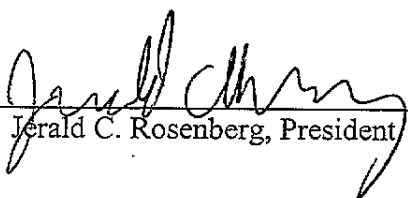
1. Article I (one) is hereby amended to read as follows:

The name and principal address of the corporation shall be RBS HOLIDAYS, INC.,
1046 Park Street, Jacksonville, Florida, 32204.

2. The foregoing amendment was adopted on February 12, 2001.
3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Amendment, this 12th day of February, 2001.

RAINBOW & STARS 2, INC.


By: Gerald C. Rosenberg, President