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Barrie D. Berman

Manatt, Phelps & Phillips, LLP

Direct Dial: (202) 463-4330

E-mail: BBerman@manatt.com

August 8, 2001

Client-Matter: 23704-001

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

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-08/13/01--01076--032

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

Re: American Vacation Resorts, Inc.

Dear Sir or Madam:

Enclosed herewith please find original and one copy of the Articles of Amendment to Articles of Incorporation of American Vacation Resorts, Inc., and check in the amount of \$35.00 to cover the cost of filing same. Please file the Articles of Amendment and return a file-stamped copy to the undersigned in the enclosed return envelope.

Please call if you have any questions. Thank you for your prompt attention to this matter.

Very truly yours,

Barrie D. Berman

Barrie D. Berman

BDB:csf
Enclosures

FILED
01 AUG 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE AUG 21 2001

1501 M Street N. W., Suite 700, Washington, D.C. 20005 - 1702 Telephone: 202.463.4300 Fax: 202.463.4394
Los Angeles | Mexico City | Monterrey | Palo Alto | Sacramento | Washington, D.C.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN VACATION RESORTS, INC.

FILED

01 AUG 13 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Paragraph 7.1 of "Article 7 – Corporate Capitalization" shall be deleted and replaced by the following language:

"7.1 The maximum number of shares that this corporation is authorized to issue is **TEN MILLION (10,000,000)** shares of common stock, each having the par value of **ONE CENT (\$0.01)**."

SECOND: The date of this amendment's adoption is July 31, 2001.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 31 day of July, 2001.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer).

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MALCOLM WRIGHT

Typed or printed name

President

Title