

Division of Corporations

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Account Number : 072731001155
Phone : (813) 253-2020
Fax Number : (813) 251-6711

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BASIC AMENDMENT

2 pages

DESTINATION AMERICA, INC.

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Amend

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
DESTINATION AMERICA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006(1) of the Florida Business Corporation Act, the Articles of Incorporation of Destination America, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is Destination America, Inc.
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to

read as follows:

"ARTICLE VII—BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the by-laws, but the number of directors shall never be less than one (1)."

3. The foregoing amendment was adopted on December 28, 2000, by the affirmative vote a majority of the holders of each class of stock of the Corporation.

4. The voting groups entitled to vote on the amendment consisted of the holders of the Corporation's voting stock, and the number of votes cast for the amendments by such shareholders was sufficient for approval.

Dated: December 28, 2000

DESTINATION AMERICA, INC.,
a Florida corporation

By: 

James E. Ridgway, Jr., President

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