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PLEASE REPLY TO:

Lake Wales
July 31, 1997

FILED
97 AUG -4 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002255958--9
-08/04/97--01032--013
*****87.50 *****87.50

Re: ORLANDO RESORT GROUP CORPORATION

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above named Florida corporation. Also enclosed is this firm's check, in the amount of \$87.50, representing payment of the following fees: filing fee - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, please furnish a certified copy to the attention of: Jacob C. Dykxhoom, Peterson & Myers, P.A., P.O. Box 1079, Lake Wales, FL 33853.

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

Jacob C. Dykxhoom

Jacob C. Dykxhoom

JCD/bb
enclosures

Amend

VS AUG 12 1997

ARTICLES OF AMENDMENT
FOR
ORLANDO RESORT GROUP CORPORATION

FILED
97 AUG -4 AM 8:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Orlando Resort Group Corporation, a Florida corporation, in order to amend its Articles of Incorporation pursuant to the requirements of Chapter 607 of the Florida Statutes, does hereby submit the following:

1. The name of the corporation is Orlando Resort Group Corporation.
2. The corporation's Articles of Incorporation were filed on February 3, 1992, with the Florida Secretary of State. Article III, entitled "Purposes and Powers", of the corporation's Articles of Incorporation is hereby amended by deleting it in its entirety and substituting in its place the following provisions:

Article III
Purposes and Powers

The purposes of this corporation shall be limited to the acquisition, operation, and disposition of the RV/Cottage Resort known as Tropical Palms Fun Resort, located at 2650 Holiday Trail, Kissimmee, Florida 34746, and all property associated with or relating to said resort.


The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.


3. The foregoing amendment to the corporation's Articles of Incorporation was approved and adopted by the Board of Directors and all of the stockholders of the corporation, by written consent in lieu of a joint special meeting, on July 30, 1997.

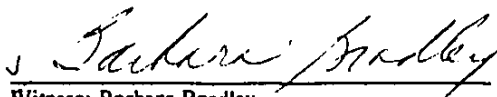
Dated: July 30, 1997.

Signed, sealed and delivered
in the presences of:

Orlando Resort Group Corporation


Witness: Jacob C. Dykxhoorn

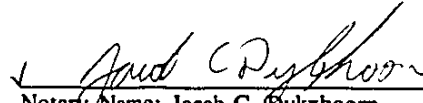
By: 
Blake E. Ashdown, as president


Witness: Barbara Bradley

State of Florida

County of Polk

This instrument was acknowledged before me this July 30, 1997, by **Blake E. Ashdown**, as president of **Orlando Resort Group Corporation**, a Florida corporation, on behalf of the corporation. He is personally known to me.


Notary Name: Jacob C. Dykxhoorn
Notary Public, State of Florida
My Commission Expires: 6/25/2000

