V43320

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BASIC AMENDMENT

HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 14, 2002

HOSPITALITY SOLUTIONS INTERNATIONAL, INC.
101 GREENWOOD AVE.
STE 420
JENKINTOWN, PA 19046US

SUBJECT: HOSPITALITY SOLUTIONS INTERNATIONAL, INC.
REF: V43320

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Corporate Specialist

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ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

Document No.: V43320

Pursuant to the provisions of Chapters 607.1006, of the Florida Business Corporation Act, Hospitality Solutions International, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

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The Corporation hereby amends its Articles of Incorporation as follows:

FIRST:

ARTICLE I
NAME

The name of the Corporation shall be ClubSystems Holdings, Inc.

SECOND: The amendment was adopted on July 18, 2002.

THIRD: The foregoing Articles of Amendment to the Second Amended and Restated Articles of Incorporation was duly approved by the Board of Directors by unanimous consent on July 18, 2002.

FOURTH: The amendment was approved by the majority of shares of the Series A-B Preferred stock, a majority of the shares of the Series C Preferred stock, a majority of the shares of the Series D Preferred stock, a majority of the shares of the Series E Preferred stock and a majority of the shares of the Series A, Series B, Series C, Series D, Series E Preferred stock and of the Common stock taken together as one class. The number of votes cast by the shareholders is sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be duly executed on this 26th day of July, 2002.

HOSPITALITY SOLUTIONS INTERNATIONAL, INC.

By: ______________________
Lawrence W. Lepard, Jr.
Chairman of the Board

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