



THE UNITED STATES
CORPORATION
COMPANY

V45821

ACCOUNT NO. : 072100000032

REFERENCE : 512429 5017100

AUTHORIZATION Patricia Puggs

COST LIMIT : \$ 87.50

ORDER DATE : August 28, 1997

ORDER TIME : 11:55 AM

ORDER NO. : 512429-005

CUSTOMER NO: 5017100

600002279876--7

CUSTOMER: Robert W. Bible, Jr., Esq
Lopez & Kelly, P.a.
Suite 500
4600 West Cypress Street
Tampa, FL 33607

DOMESTIC AMENDMENT FILING

NAME: SPORTS CHALLENGE INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

8/28/97
Name
Change w/ Amendment
DR

FILED
97 AUG 28 PM 3:59
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

SPORTS CHALLENGE INTERNATIONAL, INC.

FILED
97 AUG 28 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is presently SPORTS CHALLENGE INTERNATIONAL, INC.

2. The following Amendment to the Articles of Incorporation of the Corporation filed in the Florida Secretary of State's office on June 24, 1992 was adopted by the Directors and Shareholders of the Corporation on August 14, 1997, in the manner prescribed by the Florida Business Corporation Act, and shall become effective upon the filing of these Articles of Amendment.

3. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I. NAME

The Name of the Corporation is TRAVEL DYNAMICS INTERNATIONAL, INC.

4. Article II of the Articles of Incorporation is hereby amended to read as follows:

The street address of the principal office of the Corporation is: 150 Preston Executive Drive, Suite 201, Cary, North Carolina 27513.

5. This Amendment was approved by the Directors and all Shareholders of the only voting class of stock of the Corporation and the number of votes cast for the Amendment by the Shareholders was sufficient for approval.

DATED this 14th day of August, 1997.

ATTEST:

SPORTS CHALLENGE
INTERNATIONAL, INC.

By: Robert L. Sokolowski

Robert L. Sokolowski
Its: Secretary

By: Richard D. Seymour

Richard D. Seymour
Its: President

STATE OF North Carolina
COUNTY OF Wake

BEFORE ME, the undersigned authority, personally appeared RICHARD D. SEYMOUR, who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation and acknowledge before me according to law that he made and subscribed the same for use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Wachovia Bank, in the said County and State, this 23rd day of August, 1997.

Linda W. Prichard
Notary Public
State of North Carolina

My Commission Expires: 4.24.2001



THE UNITED STATES
CORPORATION
COMPANY

V 45821

ACCOUNT NO. : 072100000032

REFERENCE : 512429 5017100

AUTHORIZATION :

COST LIMIT :

\$ 35.00

ORDER DATE : August 28, 1997

ORDER TIME : 12:06 PM

ORDER NO. : 512429

CUSTOMER NO: 5017100

CUSTOMER: Robert W. Bible, Jr., Esq
Lopez & Kelly, P.a.
Suite 500
4600 West Cypress Street
Tampa, FL 33607

FILED
97 AUG 28 PM 4:29
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

300002283509--5

NAME: SPORTS CHALLENGE INTERNATIONAL
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: TONYA C. HOLLIDAY

RA
Change

9-3-97

De



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

****ATTN: TONYA C. HOLLIDAY****
*******CSC*******
TALLAHASSEE, FL

SUBJECT: TRAVEL DYNAMICS INTERNATIONAL, INC.
Ref. Number: V45821

We have received your document for TRAVEL DYNAMICS INTERNATIONAL, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The cover sheet must have the authorization section signed in order to debit your account.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 397A00043813



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1997

ATTN: TONYA C. HOLLIDAY *****
CSC

RESUBMIT

Please give original
submission date as file date

SUBJECT: SPORTS CHALLENGE INTERNATIONAL, INC.
Ref. Number: V45821

We have received your document for SPORTS CHALLENGE INTERNATIONAL, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00043472

RECEIVED
97 SEP -2 PM 1:03

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

FILED
97 AUG 28 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Section 607.0502(1), Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent, in the State of Florida.

- FIRST:** (A) The name of the Corporation is:
SPORTS CHALLENGE INTERNATIONAL, INC.
- (B) The mailing address of the Corporation is:
150 Preston Executive Drive, Suite #201, Cary,
North Carolina 27513
- (C) Date of Incorporation: June 24, 1992
- (D) Document Number: V45821
- (E) This Corporation was previously named SPORTS CHALLENGE INTERNATIONAL, INC. but filed Articles of Amendment to its Articles of Incorporation changing its name to TRAVEL DYNAMICS INTERNATIONAL, INC.
- SECOND:** The address of its current registered office is:
8341 144th Lane North, Seminole, Florida 33776
- THIRD:** The address to which its new registered office is to be changed is: Lopez & Kelly, P.A., 4600 W. Cypress St., Suite 500, Tampa, Florida 33607
- FOURTH:** The name of its current registered agent is:
Robert L. Sokolowski
- FIFTH:** The name of its new registered agent is:
Robert W. Bible, Jr., Esquire
- SIXTH:** The street address of its new registered office and the street address of the business office of its new registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors and Stockholders.

SPORTS CHALLENGE INTERNATIONAL, INC.

By: 

Richard D. Seymour, President

Date: 8.14.97

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT, INCLUDING THOSE UNDER SECTION 607.0505 FLORIDA STATUTES.

SIGNATURE: 

(Registered Agent)

DATE: 8/27/97