

Filing Fee: \$20.00

Corp. I.D. # 0078251

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH OF

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-11-107 of the General Laws, 1956, as amended, the undersigned corporation organized under the laws of the State of California, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is Vacation Resorts International

SECOND: The address of its present registered office is The Wellington, 543 Thames Street, Rhode Island 02840

THIRD: The address to which its registered office is to be changed is CT Corporation System, 123 Dyer Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Roy Fraser

FIFTH: The name of its successor registered agent is CT Corporation System

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated 6/11/97

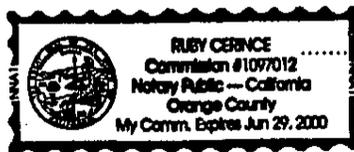
Signature of Roy Fraser, Its President

PAID JUN 16 1997 SECY OF STATE

STATE OF CALIFORNIA } Sc. COUNTY OF ORANGE

At 4:45 p.m. in said county on this 11th day of June 19 97 personally appeared before me ROY FRASER, who, being by me first duly sworn, declared that he signed the foregoing document as X of the corporation and that the statements herein contained are true

(NOTARIAL SEAL)



Signature of Ruby Cernice, Notary Public