

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  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation)  
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.....  
30 Wellington Ave., Rhode Island 02840.....

THIRD: The address to which its registered office is to be changed is The Wellington,  
543 Thames Street, Rhode Island 02840.....

FOURTH: The name of its present registered agent is Bob Price.....

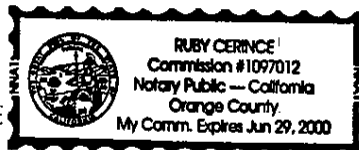
FIFTH: The name of its successor registered agent is Roy Fraser.....

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..... 8/12, 19 96  
PAID

AUG 20 1996  
KIP/66071  
RECEIVED



Roy Fraser  
By Roy Fraser  
Its .....President

STATE OF California

} Sc.

COUNTY OF Orange

At..... in said county on this 14th..... day  
of August....., 19 96, personally appeared before me

Roy Fraser....., who, being by me first duly sworn, declared that he  
is the ..... of

that he signed the foregoing document as ..... of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Ruby Cernice  
Notary Public