

SUNTERRA CORPORATION

F96000003800

July 20, 1998

409 East Gaines Street
Tallahassee, FL 32301

900002595419--0
-07/22/98--01061--002
*****35.00 *****35.00

To Whom It May Concern:

Enclosed you will find an application for authorization to transact business in Florida. I have also enclosed an original document showing this corporation's name change.

Sincerely,

Violet Gershkovich
Legal Assistant

98 AUG -3 AM 10:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98-16791~~
N/C

VS AUG 5 1998

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
98 AUG -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Signature Resorts, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Maryland 3. July 26, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

FILED
98 AUG -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/15/98


5. Sunterra Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

7/20/98
Date

Andrew D. Hutton
Typed or printed name

Vice President/ Secretary
Title

90

APPROVED FOR RECORD

SIGNATURE RESORTS, INC

7/14/98 at 10540

ARTICLES OF AMENDMENT

SIGNATURE RESORTS, INC., a Maryland corporation, having its principal office at c/o National Registered Agents, Inc. of MD, 11 East Chase Street, Baltimore, Maryland 21202 (the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The charter of the Corporation as currently in effect, consisting of Articles of Incorporation filed with the Department on May 28, 1996 and Articles of Amendment filed with the Department on June 13, 1996 and August 20, 1996 (the "Charter"), is hereby further amended by deleting therefrom in its entirety Article SECOND and by substituting in lieu thereof the following new Article SECOND:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

Sunterra Corporation

SECOND: The Charter of the Corporation hereby is further amended by deleting therefrom in its entirety the first paragraph of Article SIXTH and by substituting in lieu thereof the following new first paragraph of Article SIXTH:

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 7-14-98

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Gaila M. [Signature] Custodian

This stamp replaces our previous certification system. Effective: 6/96

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Twenty-Five Million (125,000,000) shares consisting of One Hundred Million (100,000,000) shares of common stock, par value of One Cent (\$.01) per share ("Common Stock") and Twenty-Five Million (25,000,000) shares of preferred stock, par value of One Cent (\$.01) per share ("Preferred Stock"). The aggregate par value of all of the Corporation's authorized shares of capital stock is One Million Two Hundred Fifty Thousand Dollars (\$1,250,000).

The remaining paragraphs of Article SIXTH of the Charter (other than the first paragraph of such Article) are unchanged and continue in full force and effect.

THIRD: The foregoing amendments to the Charter of the Corporation were duly advised by the Board of Directors of the Corporation and duly approved by the stockholders of the Corporation, all in accordance with applicable sections of the Maryland General Corporation Law and the Charter and Bylaws of the Corporation.

FOURTH: Immediately prior to the amendments contained in these Articles of Amendment, the Corporation had authority to issue Seventy-Five Million (75,000,000) shares of capital stock, consisting of Fifty Million (50,000,000) shares of Common Stock and Twenty-Five Million (25,000,000) shares of Preferred Stock, and the aggregate par value of all such authorized shares of stock of the

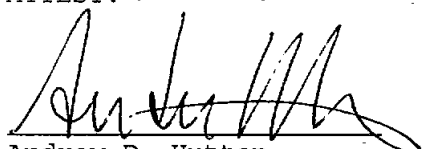
Corporation having par value was Seven Hundred Fifty Thousand Dollars (\$750,000).

FIFTH: Immediately following the amendments contained in these Articles of Amendment, the Corporation will have authority to issue One Hundred Twenty-Five Million (125,000,000) shares of capital stock, consisting of One Hundred Million (100,000,000) shares of Common Stock and Twenty-Five Million (25,000,000) shares of Preferred Stock, and the aggregate par value of all such authorized shares of stock of the Corporation having par value will be One Million Two Hundred Fifty Thousand Dollars (\$1,250,000).

SIXTH: The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of each class of capital stock of the Corporation is not changed by these Articles of Amendment.

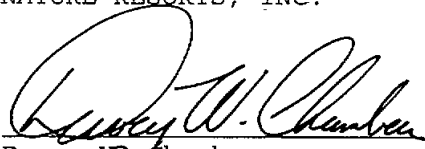
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Vice President and its corporate seal to be hereunder affixed and attested by its Secretary as of the 30th day of June, 1998, and its Vice President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:



Andrew D. Hutton
Secretary

SIGNATURE RESORTS, INC.

By:  (SEAL)
Dewey W. Chambers
Vice President