

J38644

VISITORS SERVICES, INC.  
The Destination Marketing Co.

March 3, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

500002103725--9  
-03/04/97--01077--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Visitors Services International Corp./Document number is J38644

Dear Sir or Madam:

Enclosed for filing with your office is an originally executed and copy of our Articles of Amendment of Articles of Incorporation for the above referenced corporation. The name TeleServices International Corp. was reserved for 120 days beginning February 3, 1997. The reservation number is R97000000513. However, we wish to modify the name slightly to "TeleServices International Group, Inc." Enclosed is a check in the amount of \$43.75 in payment of the following fees:

1. Filing Fee	\$ 35.00
2. Certificate of Status	\$ 8.75
Total	\$ 43.75

Please forward stamped copy of the Articles of Amendment to my attention at Visitors Services, Inc.'s company office in the enclosed return envelope.

If you should have any questions, please call. Thank you for your attention to this request.

Sincerely yours,



Michael J. Gordon  
Corporate Administrator

SH 3/6  
NC

FILED  
97 MAR -4 PM 1:36  
Tallahassee, Florida

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
VISITORS SERVICES INTERNATIONAL CORP.

Pursuant the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the Corporation is hereby changed by amending Article I of the Articles of Incorporation to read as follows:

ARTICLE I

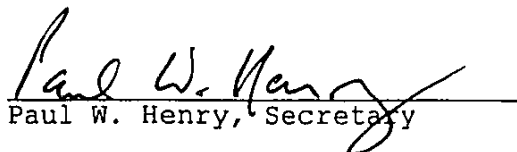
The name of the corporation shall be TeleServices International Group Inc.

**SECOND:** The amendment was adopted on March 3, 1997, by resolution of the board of directors and the written consent of the stockholders in accordance with Section 607.0704, Florida Statutes, representing a sufficient number of votes necessary to approve this amendment.

Signed this 3rd day of March, 1997.

By:   
Stephen G. McLean, CEO

ATTEST:

  
Paul W. Henry, Secretary

FILED  
07 MAR -4 PM 1:35  
TALLAHASSEE, FLORIDA

INFORMAL ACTION BY  
STOCKHOLDERS  
OF  
VISITORS SERVICES INTERNATIONAL CORP.

March 3, 1997

The undersigned, constituting a majority of the stockholders of Visitors Services International Corp., a Florida corporation (hereinafter referred to as the "Corporation"), in accordance with Sections 607.1003 and 607.0704 of the Florida Business Corporation Act, do hereby take the actions set forth below:

WHEREAS: The board of directors has recommended that the name of the Corporation be changed from *Visitors Services International Corp.* to *TeleServices International Group, Inc.*, and that the Articles of Incorporation be amended to reflect such name change, it is


RESOLVED: That the name of the Corporation be changed from Visitors Services International Corp. to TeleServices International Group, Inc.

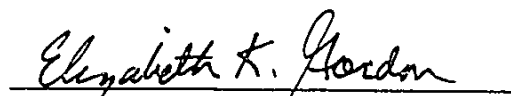
RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the proper officers of the Corporation are hereby authorized and directed to file with the Secretary of State Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS:

  
Robert P. Gordon

  
Elizabeth K. Gordon


UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
VISITORS SERVICES INTERNATIONAL CORP.

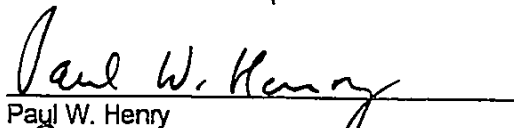
March 3, 1997

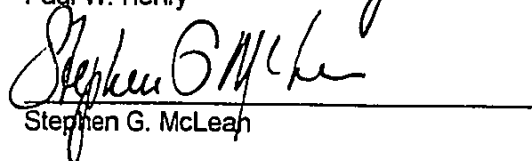
The undersigned, constituting all of the members of the Board of Directors of Visitors Services International Corp., a Florida corporation (the "Corporation"), in accordance with Section 607.0821 of the Florida Business Corporation Act, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent, which consent may be signed in one or more counterparts, each bearing a manual or facsimile signature by one or more directors, which together shall be deemed to constitute one instrument, as follows:

RESOLVED: That it is in the best interest of the Corporation to change its name from Visitors Services International Corp. to TeleServices International Group, Inc., and it is further

RESOLVED: That the Board of Directors recommend that a majority of its shareholders approve such name be changed and that the Articles of Incorporation be amended to reflect such name change.

  
Robert P. Gordon

  
Paul W. Henry

  
Stephen G. McLean