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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY GUIDELINES
ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION**

INSTRUCTIONS

STEP 1: WITHIN 30 DAYS OF A NAME CHANGE, FALSE OR ERRONEOUS STATEMENT IN THE ARTICLES OF ORGANIZATION, CHANGE IN THE PERIOD OF DURATION, OR A CHANGE IN ANY STATEMENT IN THE ARTICLES OF ORGANIZATION, AN AMENDMENT SHOULD BE FILED TO REFLECT THE OCCURRENCE OF THE EVENT(S).

STEP 2: FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF ORGANIZATION ARE FILED. THE SECRETARY OF STATE'S FILING FEE IS \$0. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.

PURSUANT TO 10-12-11 OF THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT:

Article I The name of the limited liability company:
THOROUGH-BRED TRAVEL LLC

Article II The date of filing of the articles of organization: 7/26/04

Article III The following amendment was adopted in the manner provided for by the Alabama Limited Liability Act:
THE MEMBER'S NAME HAS BEEN CHANGED FROM THOMAS E LAZENBY TO ONLINE VACATION CENTER HOLDINGS CORP.

Article IV The amendment, consistent with the Limited Liability Company Act, was approved by a majority vote of the members entitled to vote or in accordance with the requirements set forth in the articles of organization and prescribed by law.

DATE 5/22/07
ONLINE VACATION CENTER HOLDINGS CORP. BY
EDWARD RUDNER, PRESIDENT.

Type or Print Name of Member
ERudner
Signature of Member