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From:
Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LAUDERDAL
Account Number : I19990000012
Phone : (954) 468-1355
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BASIC AMENDMENT

GILL HOTELS COMPANY

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**ARTICLES OF RESTATEMENT
OF
GILL HOTELS COMPANY**

1. The name of the Corporation is GILL HOTELS COMPANY.
2. Set forth below is the text of the Restated Articles of Incorporation for GILL HOTELS COMPANY.

**ARTICLE I
NAME**

The name of the Corporation is GILL HOTELS COMPANY.

**ARTICLE II
ADDRESS**

The mailing address of the Corporation is:

1140 Seabreeze Boulevard
Fort Lauderdale, FL 33335

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue five million (5,000,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 2 Biscayne Boulevard, Suite 3400, Miami, Florida, 33131, and the registered agent of the Corporation at that address is Valdes-Fauli Corporate Services, Inc.

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ARTICLE VI
BOARD OF DIRECTORS

The corporation shall have at least (1) director. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the directors are as follows:

George W. Gill, Jr.
1140 Seabreeze Blvd.
Fort Lauderdale, FL 33335

Linda L. Gill
1140 Seabreeze Blvd.
Fort Lauderdale, FL 33335

ARTICLE VII
AMENDMENTS TO ARTICLES OF RESTATEMENT

Any provision contained in these Articles of Restatement may be amended, altered or repealed by the shareholders of the Corporation.

ARTICLE VIII
AMENDMENTS TO BYLAWS

Except as may otherwise be specifically provided in the Bylaws of the Corporation, the Bylaws of the Corporation may be amended, altered or repealed by the directors of the Corporation.

3. Attached hereto as Exhibit "A" is the information required to be submitted pursuant to Section 607.1007(4), Florida Statutes.

4. The foregoing duly adopted Articles of Restatement shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Restatement this 22nd day of January, 2003.

GILL HOTELS COMPANY



GEORGE W. GILL, JR., President


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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of GILL HOTELS COMPANY, as made in the foregoing Articles of Restatement on behalf of Valdes-Fauli Corporate Services, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the Registered Agent of GILL HOTELS COMPANY.

VALDES-FAULI CORPORATE SERVICES, INC.

Date: January 15, 2003


JAMES B. DAVIS
Vice President

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GILL HOTELS COMPANY

**EXHIBIT A
TO
ARTICLES OF RESTATEMENT**

1. The Articles of Restatement contain amendments to the Articles of Incorporation which require shareholder approval. The amendments contained in the Articles of Restatement have been adopted by all of the Shareholders and Directors of the Corporation on January 22nd, 2003.

2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

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