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December 22, 1997

OF COUNSEL:
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J. WALKER STURDIVANT

FRED C. DELONG, JR. 1931-19**9**3

*ALSO ADMITTED IN ARKANSAS

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VIA FEDERAL EXPRESS - PRIORITY DELIVERY

Ms. Sandra B. Mortham Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32314

Re: Articles of Amendment to the Articles of Incorporation of Inn of Lake City, Inc.

Dear Ms. Mortham:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Inn of Lake City, Inc. and this firm's check in the amount of \$87.50.

Please file the enclosed Articles of Amendment and return a certified copy of the Amendment to me in the enclosed prepaid Federal Express packaging.

Should you have any questions regarding the enclosed or need any additional information or documentation, please do not hesitate to contact me.

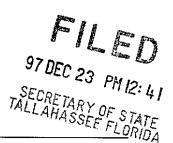
Sincerely yours,

Robert N. Warrington

RNW/lrt 12-8130.g Enclosures

VS JAN 6 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



INN OF LAKE CITY, INC.

(Formerly Mississippi-Florida Corporation)
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III of the Articles of Incorporation is hereby amended and restated to read as follows:

The maximum number of shares of stock that this corporation is authorize to issue at any one time is 10,000 shares of voting common stock, having a par value of \$10 per share; and 90,000 shares of non-voting common stock having no par value.

Each share of common-voting shall entitle the holder thereof to one (1) vote. Holders of the common non-voting shall have all the rights and privileges of the holders of common voting stock, except that the holders of the common non-voting shall not be entitled to vote.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Each share of issued and outstanding common stock shall be exchanged for one (1) share of voting common stock and nine (9) shares of non-voting common stock.

* * * * * * * * * * * * * * * * * * *	1 1 · ·
THIRD: 'Th	ne date of each amendment's adoption: December 8, 1997
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
3	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Si Signature _	gned this 18th day of December , 19 97
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Mike P. Sturdivant Typed or printed name
	Chairman
	Title