

FO400000 3488

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

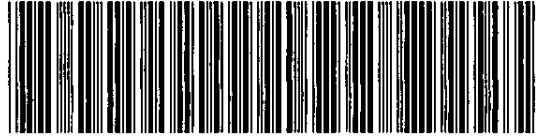
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300125816713

04/28/08--01041--010 **35.00

FILED
09 APR 28 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TS

Handwritten signature and date: 4/28/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Janus Hotels and Resorts, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F04000003488

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Wagoner, Tax Manager
(Name of Contact Person)

Janus Hotels and Resorts
(Firm/Company)

8534 East Kemper Road
(Address)

Cincinnati, Ohio 45249
(City/State and Zip Code)

For further information concerning this matter, please call:

Jennifer Wagoner at (513) 489-1955
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000003488
(Document number of corporation (if known))

FILED
08 APR 28 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Janus Hotels and Resorts, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. 6/17/2004 (Date authorized to do business in Florida)

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

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

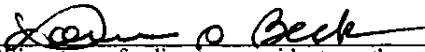
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.
Ohio
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Louis S. Beck
(Typed or printed name of person signing)

Chairman
(Title of person signing)

200636100320

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1/27/2006	200636100320	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
ATTN: LISA VAIDO
887 SOUTH HIGH STREET
COLUMBUS, OH 43206

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1473313

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

JANUS HOTELS AND RESORTS, INC.

and, that said business records show the filing and recording of:

Document(s):

CONVERSION WITHIN SOS RECORDS

(CHANGE TO DOMESTIC FOR PROFIT)

Document No(s):

200636100320



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of December, A.D.
2006

J. Kenneth Blackwell
Ohio Secretary of State

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:34 PM 12/22/2006
FILED 05:33 PM 12/22/2006
SRV 061183092 - 3687325 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW

- 1.) The name of the Corporation is Janus Hotels and Resorts, Inc.
- 2.) The date of filing of its original certificate of incorporation with the Secretary of State is July 30, 2003.
- 3.) The jurisdiction to which the corporation shall convert to is Ohio and the name under which the entity shall be known as is Janus Hotels and Resorts, Inc.
- 4.) The conversion has been approved in accordance with this section;
- 5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
- 6.) The address to which a copy of the process shall be mailed to by the Secretary of State is John E. Barnes, 255 East Fifth Street, Suite 1900, Cincinnati, Ohio 45202.
- 7.) The effective date of such conversion shall be December 31, 2006 at 11:59 pm.

In Witness Whereof, the undersigned has executed this Certificate of Conversion on this 13th day of December, A.D. 2006.

By: Louis S. Beck
Authorized Officer

Name: Louis S. Beck

Title: Chmn. of the Board

**ACTION BY WRITTEN CONSENT
OF THE SOLE STOCKHOLDER OF
JANUS HOTELS AND RESORTS, INC.**

Pursuant to the authority of Section 141 of the Delaware General Corporation Law, the undersigned, being the sole stockholder (the "Stockholder") of Janus Hotels and Resorts, Inc., a Delaware corporation (the "Corporation"), does hereby adopt the following resolutions in an action in writing without a meeting:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation for the Corporation to convert from a Delaware for profit corporation to an Ohio for profit corporation ("Janus Ohio") as of 11:59 p.m. on December 31, 2006, pursuant to Section 266 of the Delaware General Corporation Law (the "Conversion"); and

WHEREAS, in connection with the Conversion, the Board of Directors has determined that it is in the best interests of the Corporation for the Corporation to convert its 3,914,907 shares of common stock that are currently outstanding to 1000 common shares of Janus Ohio (the "Stock Conversion").

NOW, THEREFORE, BE IT RESOLVED, that, after due consideration of such matters as is deemed relevant by the Stockholder, the Stockholder approves the Conversion and the Stock Conversion and the Corporation be, and it hereby is, authorized, empowered and directed to become a signatory to and be bound by and carry out the obligations set forth in any documents, agreements, instruments and certificates necessary in order to consummate the Conversion and the Stock Conversion.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver on behalf of the Corporation any documents, agreements, instruments and certificates necessary in order to consummate the Conversion and the Stock Conversion.

RESOLVED FURTHER, that the Stockholder of the Corporation does hereby authorize, ratify, confirm and approve all actions of the directors and officers of the Corporation with respect to the above-referenced agreements and related transactions and any and all other actions in connection with and incidental to the foregoing.

Signature page to follow

IN WITNESS WHEREOF, the undersigned Stockholder has executed this Written
Consent as of the ___ day of December, 2006.

BECK HOSPITALITY INC. III

By: *Louis S. Beck*

Name: Louis S. Beck

Its: President

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
JANUS HOTELS AND RESORTS, INC.**

Pursuant to the authority of Section 141 of the Delaware General Corporation Law, the undersigned, being all of the members of the Board of Directors of Janus Hotels and Resorts, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions in an action in writing without a meeting:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation for the Corporation to convert from a Delaware for profit corporation to an Ohio for profit corporation ("Janus Ohio") as of 11:59 p.m. on December 31, 2006, pursuant to Section 266 of the Delaware General Corporation Law (the "Conversion"); and

WHEREAS, in connection with the Conversion, the Board of Directors has determined that it is in the best interests of the Corporation for the Corporation to convert its 3,914,907 shares of common stock that are currently outstanding to 1000 common shares of Janus Ohio (the "Stock Conversion").

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors hereby approves, and recommends to the sole stockholder of the Corporation that it approves, the Conversion.

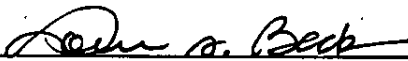
RESOLVED FURTHER, the Board of Directors hereby approves, and recommends to the sole stockholder of the Corporation that it approves, the Stock Conversion.

RESOLVED FURTHER, that, upon the approval of the sole stockholder of the Corporation, the Board of Directors hereby authorizes and approves the execution and delivery by the officers of the Corporation of any documents, agreements, instruments and certificates necessary in order to consummate the Conversion and the Stock Conversion.

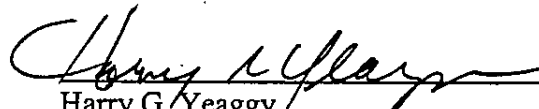
RESOLVED FURTHER, that the Board of Directors of the Corporation does hereby authorize, ratify, confirm and approve all actions of the officers of the Corporation with respect to the above-referenced agreements and related transactions and any and all other actions in connection with and incidental to the foregoing.

Signature page to follow

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of
the ___ day of December, 2006.



Louis S. Beck



Harry G. Yeaggy

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW**

- 1.) The name of the Corporation is Janus Hotels and Resorts, Inc.
- 2.) The date of filing of its original certificate of incorporation with the Secretary of State is July 30, 2003.
- 3.) The jurisdiction to which the corporation shall convert to is Ohio and the name under which the entity shall be known as is Janus Hotels and Resorts, Inc.
- 4.) The conversion has been approved in accordance with this section;
- 5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
- 6.) The address to which a copy of the process shall be mailed to by the Secretary of State is John E. Barnes, 255 East Fifth Street, Suite 1900, Cincinnati, Ohio 45202.
- 7.) The effective date of such conversion shall be December 31, 2006 at 11:59 pm.

In Witness Whereof, the undersigned has executed this Certificate of Conversion on this 13th day of December, A.D. 2006.

By: Louis S. Beck
Authorized Officer

Name: Louis S. Beck

Title: Chmn. of the Board



Prescribed by J. Kenneth Blackwell
Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Mall Form to one of the Following:	
Expedite	
P.O. Box 1390 Columbus, OH 43216	
*** Requires an additional \$100.00 fee ***	
Non Expedite	
P.O. Box 1328 Columbus, OH 43216	

**CERTIFICATE OF CONVERSION
FOR ENTITIES CONVERTING INTO THE RECORDS OF THE SECRETARY OF STATE**
Filing Fee \$125.00

Pursuant to: 1701.811, 1705.381, 1775.55, and 1782.4310 of the Ohio Revised Code for the State of Ohio, (as applicable), the undersigned converting business entity does hereby submit these Articles of Conversion for the purpose of converting INTO the records of the Ohio Secretary of State to a different business entity.

The name of the converting business entity is: Janus Hotels and Resorts, Inc.

existing under the laws of the state or country of: Delaware

The converting business entity is (Check One)

- Domestic Partnership
- Foreign Limited Partnership
- Other
- Common Law Trust
- Foreign Limited Liability Company
- Foreign Corporation
- Foreign Partnership Having Limited Liability

The converting entity hereby states they have complied with all laws under the state in which it exists. Furthermore, said law permits for said conversion.

The resulting business entity name: Janus Hotels and Resorts, Inc.

The resulting business entity type is (Check One)

- Domestic Corporation
- Business Trust
- Domestic Limited Liability Co.
- Domestic Limited Partnership
- Domestic Limited Liability Partnership

Existing under the laws of state or country Ohio

The effective date of conversion will be upon filing, unless a date is specified : 12/31/2008
(See Instructions) Date

The name and address of the person or entity that will provide a copy of the declaration of conversion upon written request:

John E. Barnes, 255 East Fifth Street, Suite 1900 Cincinnati Ohio 45202
Name & Address City State Zip Code

If the conversion creates a new domestic corporation, limited liability company, limited partnership, or a partnership having limited liability, complete and attach the form prescribed by the secretary of state for the specific entity type being created to the certificate of conversion. (See Instructions)

IN WITNESS WHEREOF, the declaration of conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Must be signed by:
An authorized
representative(s)

David A. Beck
Authorized Representative
Chairman of the Board
Title

Authorized Representative

Title

Authorized Representative

Title