

10/03/97 FRI 14:34 FAX 19547639855

GUNSTER, YOAKLEY

2002

F95000003547

10/03/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000016472 7)))

TO: DIVISION OF CORPORATIONS FAX #, (850)922-4000
FROM: GUNSTER, YOAKLEY ET AL (FT LAUDERDALE) ACCT#, 078117000420
CONTACT: MARY BLACKFORD CHERRY
PHONE: (561)650-0728 FAX #, (954)523-1722

NAME, STANFORD HOSPITALITY, INC.
AUDIT NUMBER.....H97000016472
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 8
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$43.75

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FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10/03/97 FRI 14:34 FAX 19547638655

GUNSTER, YOAKLEY

Q001

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.

ATTORNEYS AT LAW

BROWARD FINANCIAL CENTRE BUILDING, SUITE 1400
500 EAST BROWARD BOULEVARD

FORT LAUDERDALE, FLORIDA 33394-3002
P.O. BOX 14636
FORT LAUDERDALE, FLORIDA 33302-4636

TELEPHONE (954) 462-3000
TELCOPY (954) 523-1722

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
WEST PALM BEACH, FL (561) 655-1980
PALM BEACH, FL (561) 655-1980
STUART, FL (561) 288-1980
TALLAHASSEE, FL (904) 222-0660
VERO BEACH, FL (407) 234-1040

FAX TRANSMITTAL FORM

DATE:

10-3-97

TO:

Darlene Cornell

FIRM:

Division of Corporations

CITY, STATE:

850.922.4000

FAX #:

PHONE #:

Michele Park

FROM:

ORIGINAL FOLLOWS:

Yes No

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MESSAGE:

41441.1

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CLIENT/MATTER#:

19842.1

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GUNSTER, YOAKLEY

2003

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)

1. Stanford Hospitality, Inc.

Name of corporation as it appears on the records of the Department of State.

2. California

Incorporated under laws of

3. July 24, 1995

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? April 29, 1996

Stanford Hotels Corporation

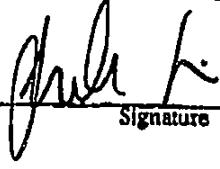
Name of corporation after the amendment, adding suffix "corporation," "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

5. If the amendment changes the period of duration, indicate new period of duration.

New Duration

6. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature

9/24/97

Date

Lawrence Lui

President

Typed or printed name

Title

H97000016472 7

Daniel M. Makler, Esq.

Florida Bar No.: 0870366

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.

500 E. Broward Blvd., Suite 1400

Ft. Lauderdale, FL 33394

954/462-2000

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FLORIDA STATE
TALLAHASSEE, FLORIDA

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10/03/97 FRI 14:34 FAX 19547639855
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SEP-30-97 TUE 16:59

GUNSTER, YOAKEY
TEL: 415-982-7781
GA LENDERS & ATTORNEYS
FAX NO. 916 447 2848

2004
P. 002
P. 02/08

State of California



SECRETARY OF STATE



I, **BILL JONES**, Secretary of State of the State of California,
hereby certify.

That the attached transcript of 6 page(s) was
prepared by and in this office from the record on file, of
which it purports to be a copy, and that it is full, true
and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 30 1997



A handwritten signature of Bill Jones.

Secretary of State

10/03/97 FRI 14:35 FAX 18547639855
OCT. -01' 97(WED) 11:43

GUNSTER, YOAKEY

P 008

SEP-30-97 TUE 16:59 CA LENDERS & ATTORNEYS

TEL:415-982-7781
FAX NO. 916 447 2848

P 003
P.03/08

H97000016472 7

1580988

ARTICLES OF INCORPORATION
OF
Marin View Management Inc.

F I L E D
In the Office of the Secretary of State
of the State of California

MAR 3 1997

Wolff, Tracy, Esq.
Marin View Inc., Attorney at Law

II

The name of this corporation is MARIN VIEW Management Inc.

III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

IV

The name and address in the state of California of this corporation's initial agent for service of process is:

Lawrence Sol
Four Embarcadero, Suite 2420
San Francisco, CA 94111

V

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.

DATED: February 25, 1997

Wolff, Tracy
Wolff, Tracy, Esq., Attorney at Law

H97000016472 7

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GUNSTER, YOKLEY

2008

SEP-30-97 TUE 16:58

CA LENDERS & ATTORNEYS

TEL: 415-982-7781

P. 004

FAX NO. 818 447 2848

P. 04/08

H97000016472 7

RETOC

A45553
Corporation Number 2585928

1520998

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

DEC 19 1997

Lawrence Lui and Joyce M. Weible certify that:

Tommy Friller
Acting Secretary of State

1. They are the president and the secretary, respectively, of Harbor View Management Inc., a California Corporation.
2. Article I of the articles of incorporation of this corporation is amending to read as follows:
*The name of this corporation is
Harbor View Management, Inc.*
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: November 7, 1997

[Signature]
Lawrence Lui, President

[Signature]
Joyce M. Weible, Secretary

10/03/97 FRI 14:35 FAX 19547639855
OCT. -01' 97(WED) 11:44

GUNSTER, YORKEV

P 007

SEP-30-97 TUE 16:59 CA LENDERS & ATTORNEYS

TEL: 415-982-7781

P 005

FAX NO: 816 447 2846

P 05/08

H97000016472 7

INFO.

Corporation Number 1582948

1472154

FILED
in the office of the Secretary of State
of the State of California
FEB 21 1996

Bill
Bill Jones
SOLICITOR, Secretary of State

Lawrence Lui and Joyce M. Weible certify that:

1. They are the president and the secretary, respectively, of Credleigh Management, Inc., a California Corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:
The name of this corporation is
Stanford Hospitality, Inc.
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 302 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: February 21, 1996


Lawrence Lui, President


Joyce M. Weible, Secretary

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H97000016472 7

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GUNSTER, YOAKEY

TEL: 415-982-7781
FAX NO. 816 447 2848

1008

P.006

P.0B/08

H97000016472 7

STANFORD HOTELS

January 24, 1998

Mr. Bill Jones
SECRETARY OF STATE
1230 J Street
Sacramento, California 95814

Re: Use of "STANFORD" Name

Dear Sir

This corporation grants permission to Croslight Management, Inc., to use the name "Stanford" in their new corporation name, "Stanford Hospitality, Inc.", and signify our consent by signing below.

Please do not hesitate contacting our office if you should have any questions. Thank you.

Best regards,

Very sincerely,

Joyce M. Weible
Joyce M. Weible
Corporate Secretary

cc:

Ref: HAN/AMITY/PAC/AT/BS/340-4.DOC

ACKNOWLEDGED AND APPROVED:

W.L.L.
Lorraine Lui, Director

Date

Stanford Hotels Corporation
433 California St., 7th Floor • San Francisco, CA 94104-2011
Tel. 415 369-3333 • Fax 415 369-3781

H97000016472 7

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SEP-30-97 TUE 17:00

CA LENDERS & ATTORNEYS

GUNSTER, YOAKLEY
TEL: 415-982-7781
FAX NO. 916 447 2846

Q009
P.007
P.07/08

H97000016472 7

1580998

A475545

CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
STANFORD HOSPITALITY, INC.

FILED
in the office of the Secretary of State
of the State of California

FEB 29 1996

R. J. Jones
SAC, BOSTON, MASSACHUSETTS

Anthony Carter and Joyce M. Welble certify that:

1. They are the executive vice president and the secretary, respectively, of STANFORD HOSPITALITY, INC..
2. The name of the corporation is STANFORD HOSPITALITY, INC., and it is a California Corporation.
3. The instrument being corrected is entitled "CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION", and said instrument was filed with the Secretary of State of the State of California on February 21, 1996.
4. Paragraph "4" of said Certificate of Amendment, as corrected, should read as follows:

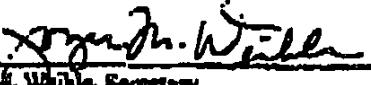
The foregoing amendment of articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is ONE (1). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

5. That said paragraph "4", as corrected, correctly reflects the total number of outstanding shares of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: April 26 1996


Anthony Carter, Executive Vice President


Joyce M. Welble, Secretary

SF-124335

H97000016472 7

10/03/97 FRI 14:36 FAX 18547638855
OCT. -01'97(WED) 11:45
SEP-30-97 TUE 17:00

CA LENDERS & ATTORNEYS

GUNSTER, YOAKLEY

TEL: 415-982-7781

FAX NO. 818 447 2848

010

P.008

P.08/08

H97000016472 7

A475546

5/20/97
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
STANFORD HOSPITALITY, INC.

FILED 3
in the office of the Secretary of State
of the State of California

APR 29 1996

R. Bell
Secretary of State

Anthony Carter and Joyce M. Weible hereby certify that:

1. They are the Executive Vice President and the Secretary, respectively, of Stanford Hospitality, Inc., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read in full as follows:

The name of the Corporation is Stanford
Hotels Corporation."

3. The foregoing amendment of articles of incorporation has been approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is ONE (1). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: April 16, 1996.


Anthony Carter, Executive Vice President


Joyce M. Weible, Secretary



4F-135212
H97000016472 7

10/03/97 FRI 08:23 FAX 18547639855

GUNSTER, YOAKLEY

F95000003547

8/26/97

FLORIDA DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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((H97000016028 7)))

TO: DIVISION OF CORPORATIONS FAX #, (850)922-4000
FROM: GUNSTER YOAKLEY ET AL. (FT LAUDERDALE) ACCT#, 076117000420
CONTACT, MARY BLACKFORD CHERRY
PHONE, (561)650-0728 FAX #, (854)523-1722

NAME, CRESLEIGH MANAGEMENT, INC.
AUDIT NUMBER.....H97000016028
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..! PAGES..... 3
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EST.CHARGE.. \$43.75

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-- ENTER 'M' FOR MENU, --

ENTER SELECTION AND <CR>,

Mary
Cherry
10/03/97
DC

09/26/97 FRI 10:08 FAX 19547639855

GUNSTER, YOAKLEY

2001

9/26/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:55 AM

((((H97000016028 7))))

TO, DIVISION OF CORPORATIONS FAX #, (850)922-4000
FROM, GUNSTER YOAKLEY ET AL. (FT LAUDERDALE) ACCT#, 070117000420
CONTACT, MARY BLACKFORD CHERRY PHONE, (561)850-0728
FAX #, (854)523-1722

NAME, CRESLEIGH MANAGEMENT, INC.
AUDIT NUMBER.....H97000016028
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..! PAGES..... 3
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10/03/97 FRI 08:23 FAX 19547639855

GUNSTER, YOAKLEY

001

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW
BROWARD FINANCIAL CENTRE BUILDING, SUITE 1400
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33394-3002
P.O. BOX 14636
FORT LAUDERDALE, FLORIDA 33302-4636

TELEPHONE (954) 462-2000
TELCOPY (954) 523-1722

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
WEST PALM BEACH, FL (351) 655-1980
PALM BEACH, FL (361) 655-1980
STUART, FL (561) 283-1980
TALLAHASSEE, FL (904) 222-6660
VERO BEACH, FL (407) 234-1040

FAX TRANSMITTAL FORM

DATE:

10-2-97

TO:

Darlene Council

FIRM:

Divine & Corporation

CITY, STATE:

850.922.4000

FAX#:

PHONE#:

Debbie Trub

FROM:

ORIGINAL FOLLOWS:

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MESSAGE:

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CLIENT/MATTER#:

18842.1

10/03/97 FRI 08:23 FAX 19547639855

GUNSTER, YOAKLEY

1002



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

September 26, 1997

CRESLEIGH MANAGEMENT, INC.
433 CALIFORNIA ST., 7TH FL.
SAN FRANCISCO, CA 94104-2011

SUBJECT: CRESLEIGH MANAGEMENT, INC.
REF: F95000003547

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connall
Corporate Specialist

FAX Aud. #: E97000016028
Letter Number: 097A00047786

10/03/97 FRI 08:23 FAX 18547639855
09/24/97 WED 11:41 FAX 18547639855

GUNSTER, YOAKLEY
GUNSTER, YOAKLEY

H97000016028 7

Q004
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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)

1. Cresleigh Management, Inc.
Name of corporation as it appears on the records of the Department of State.

2. California
Incorporated under laws of

3. July 24, 1995
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? February 21, 1996

5. Stanford Hospitality, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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.

New Jurisdiction

Signature

9/24/97

Date

Lawrence Lui

Typed or printed name

President

Title

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

97 OCT -3 AM 11:26

H97000016028 7

Daniel M. Mackler, Esq. - FL Bar No.: 0870366
Gunster, Yoakley, Valdes-Pauli & Stewart, P.A.
500 E. Broward Blvd., Ste. 1400
Ft. Lauderdale, FL 33394
(954) 462-2000

10/03/97 FRI 08:23 FAX 19547639855
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GUNSTER, YOAKEY
TEL: 415-982-7781

P.008

SEP-30-97 TUE 18:58

CA LENDERS & ATTORNEYS

FAX NO. 916 447 2848

P.002

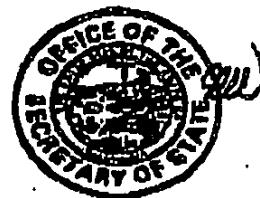
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State of California



SECRETARY OF STATE

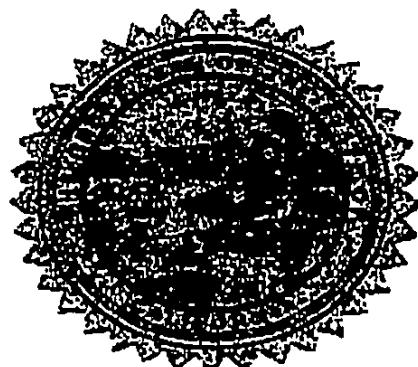


I, **BILL JONES**, Secretary of State of the State of California,
hereby certify:

That the attached transcript of 6 page(s) was
prepared by and in this office from the record on file, of
which it purports to be a copy, and that it is full, true
and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 30 1997



A handwritten signature of Bill Jones.

Secretary of State

10/03/97 FRI 08:24 FAX 19547639655
OCT. -01'97(WED) 11:43

SEP-30-97 TUE 16:59

CA LENDERS & ATTORNEYS

GUNSTER, YOAKLEY

TEL: 415-982-7781

FAX NO. 916 447 2848

Q000

P.003

P.03/08

H97000016028 7

1580998

ARTICLES OF INCORPORATION

OF

Harbor View Management Inc.

F I L E D
RECEIVED IN THE OFFICE OF THE CLERK OF THE STATE OF CALIFORNIA
MAY 3 1997

Marie J. Teng
Marie J. Teng
RECEIVED IN THE OFFICE OF THE CLERK OF THE STATE OF CALIFORNIA
MAY 3 1997

3

The name of this corporation is HARBOR VIEW MANAGEMENT INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporations Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Lawrence Lui
Four Embarcadero, Suite 2620
San Francisco, CA 94111

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.

DATED: February 25, 1997

Wilfrine Lau
Wilfrine Lau, Incorporator

H97000016028 7

10/03/97 FRI 08:24 FAX 19547639855
OCT.-01'97(WED) 11:44

GUNSTER, YOAKLEY

P 007

SEP-30-97 TUE 16:59

CA LENDERS & ATTORNEYS

TEL: 415-982-7781

P 004

FAX NO. 916 447 2848

P 04/08

H97000016028 7

RETOC

A455537
Corporation Number 1502955

1520798

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED 8
In the office of the Secretary of State
of the State of California

OCT 19 1997

Lawrence Lui and Joyce M. Weible certify that:

Tony Miller
Acting Secretary of State

1. They are the president and the secretary, respectively, of Harbor View Management Inc., a California Corporation.
2. Article I of the articles of incorporation of this corporation is Amended to read as follows:
*The name of this corporation is
Crabtree Management, Inc.*
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the votes required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: November 7, 1997

[Signature]
Lawrence Lui, President

[Signature]
Joyce M. Weible, Secretary

RECORDED - INDEXED - SERIALIZED - FILED

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GUNSTER, YOAKLEY

P.008

SEP-30-87 TUE 16:58

CA LENDERS & ATTORNEYS

TEL: 415-902-7781

P.005

FAX NO. 815 447 2846

P.05/08

H97000016028 7

INC'D.

1472154

Corporation Number 1582093

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
in the office of the Secretary of State
of the State of California
FEB 21 1996

Bill Jones
SACRAMENTO, Secretary of State

Lawrence Lui and Joyce M. Weible certify that:

1. They are the president and the secretary, respectively, of Croftleigh Management, Inc., a California Corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:
The name of this corporation is
Stanford Hospitality, Inc.
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: February 21, 1996

LL
Lawrence Lui, President

JM
Joyce M. Weible, Secretary

2010/04/20 10:40:44 AM (EST)

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OCT-01'97(WED) 11:44
SEP-30-97 TUE 17:00

CA LENDERS & ATTORNEYS

GUNSTER, YOAKLEY

TEL: 415-982-7781

FAX NO. 818-447-2848

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S.TANFORD HOTELS

January 24, 1996

Mr. Jill Jones
SECRETARY OF STATE
1230 J Street
Sacramento, California 95814

Re: Use of "STANFORD" Name

Dear Sir:

This corporation grants permission to Creeligh Management, Inc., to use the name "Stanford" in their new corporation name, "Stanford Hospitality, Inc.", and signify our consent by signing below.

Please do not hesitate contacting our office if you should have any questions. Thank you.

Best regards,

Very sincerely,

Joyce M. Weible
Joyce M. Weible
Corporate Secretary

JW

REINHOLD MANAGEMENT CO. 1996.12.26.DOC

ACKNOWLEDGED AND APPROVED:

[Signature]
Leanne Lui, Director

Date

REINHOLD MANAGEMENT CORPORATION
423 California St., 7th Floor • San Francisco, CA 94104-2011
Tel. 415 362-3333 • Fax 415 982-7781

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CA LENDERS & ATTORNEYS

GUNSTER, YOKLEY
TEL: 415-982-7781
FAX NO. 818 447 2848

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CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
STANFORD HOSPITALITY, INC.

FILED 5
in the office of the Secretary of State
of the State of California

FEB 29 1996

Bill
Bill Jones
cc: SECY, SECRETARY OF STATE

Anthony Carter and Joyce M. Weible certify that:

1. They are the executive vice president and the secretary, respectively, of STANFORD HOSPITALITY, INC..
2. The name of the corporation is STANFORD HOSPITALITY, INC., and it is a California Corporation.
3. The instrument being corrected is entitled "CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION", and said instrument was filed with the Secretary of State of the State of California on February 26, 1996.
4. Paragraph "4" of said Certificate of Amendment, as corrected, should read as follows:

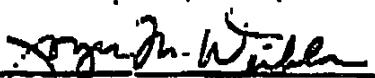
The foregoing amendment of articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 912 of the California Corporations Code. The total number of outstanding shares of the corporation is ONE (1). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

5. That said paragraph "4", as corrected, correctly reflects the total number of outstanding shares of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: April 26 1996


Anthony Carter, Executive Vice President


Joyce M. Weible, Secretary

sf-124434

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SEP-30-97 TUE 17:00

CA LENDERS & ATTORNEYS

GUNSTER, YOAKLEY
TEL: 415-982-7781
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10/03/97
CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
STANFORD HOSPITALITY, INC.

FILED 5
in the office of the Secretary of State
of the State of California
APR 29 1998
R. J. [Signature]
RECEIVED
IN THE SECRETARY OF STATE

Antony Carter and Joyce M. Weible hereby certify that:

1. They are the Executive Vice President and the Secretary, respectively, of Stanford Hospitality, Inc., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read in full as follows:

The name of the Corporation is Stanford
Hotels Corporation."

3. The foregoing amendment of articles of incorporation has been approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is ONE (1). The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct to our own knowledge.

Date: April 26, 1998.


Antony Carter, Executive Vice President


Joyce M. Weible, Secretary

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