

H28603

LAW OFFICES

BRANNEN, STILLWELL & PERRIN, P.A.

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON
DENISE A. LYN

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

September 8, 1999

(352) 726-6767
FAX # (352) 726-8283
BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

State of Florida, Department of State
The Capitol
Post Office Box 6327
Tallahassee, FL 32314

Attn: Division of Corporations

Re: Maya Motels, Inc.

400002982034--3
-09/09/99--01023--001
*****35.00 *****35.00

Gentlemen:

Enclosed please find the original and one copy of Articles of Amendment to Articles of Incorporation regarding the above captioned entity. Also enclosed is our check in the amount of \$35.00 for the filing fee.

I would appreciate your processing this Amendment and providing the undersigned with the copy stamped accordingly.

Thank you for your attention to this matter.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.

By:


Kevin K. Dixon

KKD/lh

encl.

Cc: Maya Motels, Inc.

*Mr. Dixon authorized
to show date of adoption Amend
as of 3-24-99.*
HFS 9-20-99

FILED
99 SEP -9 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAYA MOTELS, INC.

FILED
99 SEP -9 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted:

ARTICLE 4: Amended as follows

ARTICLE FOUR: PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) To acquire and engage in the ownership, operation and management of the real estate project known as MAYA MOTEL, INC., located in Weeki Wachee, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE 4A: Amended as follows

ARTICLE FOUR A: POWERS AND DUTIES

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Four;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entity to any entity;

(v) with respect to the Corporation, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

(vi) amend Articles 4 and 4A of these Articles of Incorporation of the Corporation.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

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:

NONE

THIRD: The date of each amendment's adoption: March 24, 1999.

FOURTH: Adoption of Amendment(s) (check one)

XX 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 _____"
voting group

_____ 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.

Signed this 4 day of April, 1999.

Signature Kamlesh M. Patel

(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 incorporation)

KAMLESH PATEL

Typed or printed name

President

Title