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SAN MARCO HOTEL PARTNERS, L.L.C.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SAN MARCO HOTEL PARTNERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

1. The Articles of Organization of San Marco Hotel Partners, L.L.C. (the "Company") were filed on January 12, 2006, and assigned document number L06000003902.

2. This Second Amendment is submitted to amend the following:

- (a) Article I of the Articles of Organization is hereby amended to reflect that the name of the Company is San Marco Hotel Partners, LLC with the amendment being done to reflect there are no "periods" in the reference to "LLC" in the Company's name San Marco Hotel Partners, LLC
- (b) Article II of the Articles of Organization is hereby amended to reflect that the mailing address and street address of the principal office of the Company is c/o Alex. Brown Realty, Inc., 300 East Lombard Street, Suite 1200, Baltimore, Maryland 21202.
- (c) Article IV of the Articles of Organization is hereby amended to reflect that the Limited Liability Company is to be managed by managers and the title(s), name(s) and address(es) of the manager(s) is/are:

Brown Realty Manager, Inc.,
a Delaware Corporation
300 E. Lombard Street
Suite 1200
Baltimore, Maryland 21202

Baymeadows Management Corp.,
a Florida Corporation
4314 Pablo Oaks Court
Jacksonville, Florida 32224

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IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Organization of San Marco Hotel Partners, LLC effective on this 1st day of August 2007.

[Signatures on following page]

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BAYMEADOWS MANAGEMENT CORP.,
a Florida corporation, Its Manager

By: Henry B. Fonde, Jr.
Name: Henry B. Fonde, Jr.
Its: President

BROWN REALTY MANAGER, INC.,
a Delaware corporation, Its Manager

By: _____
Name: Peter E. Bancroft
Its: Vice President

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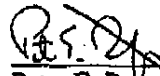
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BAYMEADOWS MANAGEMENT CORP.,
a Florida corporation, Its Manager

By: _____
Name: Henry B. Fonde, Jr.
Its: President

BROWN REALTY MANAGER, INC.,
a Delaware corporation, Its Manager

By:  _____
Name: Peter E. Bahcroft
Its: Vice President

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