

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-341-8062 • Fax (850) 222-1122

L41709

Orlando Airport Inn, Inc.

100002409561-5

- Art of Inc. File -01/23/98-01024-008
*****87.50 *****87.50
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -3 AM 8:25

FILED

DIVISION OF CORPORATION

98 JAN 23 AM 10:14

RECEIVED

Handwritten notes:
Aunt Rose
3/14

Signature _____

Requested by Dr

Name _____

Date 1/23/98

Time 9:48

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: ORLANDO AIRPORT INN, INC.
Ref. Number: L41709

We have received your document for ORLANDO AIRPORT INN, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 698A00003938

DIVISION OF CORPORATIONS

98 MAR -3 AM 10:22

RECEIVED

Corrected

CERTIFICATE OF ORLANDO AIRPORT INN, INC.

FILED
98 MAR -3 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as President of Orlando Airport Inn, Inc., a Florida corporation, hereby certifies that the recently adopted Amended And Restated Articles Of Incorporation, a copy of which is attached hereto for identification purposes, was adopted by the Board of Directors of Orlando Airport Inn, Inc., and does not contain any amendment which requires shareholder approval

DATED this 26th day of January, 1998.

ORLANDO AIRPORT INN, INC.

BY: [Signature]
NATVERLAL K. PATEL, President

STATE OF FLORIDA
COUNTY OF ORANGE

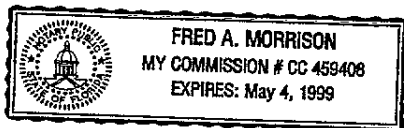
BEFORE ME, the undersigned Notary Public, personally appeared NATVERLAL K. PATEL, who acknowledged before me that he executed this instrument on the 26 day of January, 1998, and who was either personally known to me, or who _____ produced _____ as identification.

[Signature]
NOTARY PUBLIC

FRED A. MORRISON
Type or print name of Notary

Commission Number

Commission expiration date



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
ORLANDO AIRPORT INN, INC.**

WHEREAS, Orlando Airport Inn, Inc. (hereafter referred to as the "Corporation") has previously been incorporated under the laws of the State of Florida, and

WHEREAS, the Corporation now desires to amend and restate its Articles of Incorporation and to file those amended Articles of Incorporation with the Secretary of State of the State of Florida,

NOW THEREFORE, the Corporation does hereby amend and restate its Articles of Incorporation in their entirety to read as follows:

ARTICLE I. NAME

The name of this corporation is Orlando Airport Inn, Inc.

ARTICLE II. DURATION

This Corporation shall begin its existence at the time when its original Articles of Incorporation were filed. This Amended and Restated Articles of Incorporation shall not affect the date on which the Corporation commenced its existence. The period of duration is perpetual.

ARTICLE III. SINGLE PURPOSE ENTITY

The purpose for which this Corporation is formed is to serve as Managing Member of the Limited Liability Company known as Orlando Airport Inn, LLC, which was itself organized in such a manner that its sole purpose is limited to (a) owning, holding, selling, leasing, transferring, exchanging and operating the properties described below (each, a "Property"), (b) borrowing and giving security for the First Mortgage Loan (this term as used herein refers to that certain loan from Nomura Asset Capital Corporation to Orlando Airport Inn, LLC, secured by a mortgage lien against the real property described below) secured by the Property pursuant to the terms of the First

Mortgage Loan Agreement and performing all acts required or permitted under the First Mortgage Loan, (c) borrowing and giving security for the Mezzanine Loan pursuant to the terms thereof and performing all acts required or permitted under the Mezzanine Loan and (d) transacting any and all lawful business for which a limited liability company may be organized under the Act that is incident, necessary and appropriate to the foregoing. The description of the Property is as follows:

The West 200.00 feet of the following described parcel:

Commence at the Southeast corner of Government Lot 5, in Section 30, Township 23 South, Range 30 East, Orange County, Florida, run thence South $89^{\circ} 42' 04''$ West along the South line of Government Lot 5 a distance of 60 feet; thence North $00^{\circ} 04' 04''$ East a distance of 200.00 feet to the Point of Beginning; run thence North $00^{\circ} 04' 04''$ East a distance of 249.20 feet to the Southeast corner of Lot 1, Conway Shores, as recorded in Plat Book "U", Page 58, Public Records of Orange County, Florida, thence along the South line of said Conway Shores, North $85^{\circ} 32' 26''$ West a distance of 119.88 feet; thence North $81^{\circ} 08' 16''$ West a distance of 112.42 feet; thence North $76^{\circ} 57' 16''$ West a distance of 112.42 feet; thence North $72^{\circ} 46' 16''$ West a distance of 112.42 feet; thence North $69^{\circ} 48' 21''$ West a distance of 47.18 feet; thence North $68^{\circ} 50' 29''$ West a distance of 412.65 feet; thence North $00^{\circ} 04' 04''$ East a distance of 53.36 feet; thence North $68^{\circ} 50' 29''$ West a distance of 389.50 feet; thence South $00^{\circ} 30' 01''$ West a distance of 199.68 feet; thence South $00^{\circ} 02' 31''$ West a distance of 534.14 feet to a point on the North right of way line of McCoy Road (SR No. 528); thence along said North right of way line the following courses and distances: North $88^{\circ} 58' 32''$ East a distance of 124.75 feet to a point on the arc of a curve concave South and having a radius of 2952.79 feet; thence from a tangent bearing of North $82^{\circ} 04' 10''$ East run Easterly along the arc of said curve through a central angle of $10^{\circ} 03' 48''$, a distance of 518.62 feet to the point of tangency; thence South $87^{\circ} 52' 02''$ East a distance of 448.98 feet; thence North $00^{\circ} 04' 04''$ East a distance of 27.53 feet; thence North $89^{\circ} 42' 04''$ East a distance of 150 feet to the Point of Beginning.

The sole and single purpose of the Corporation shall be to serve as the Managing Member of Orlando Airport Inn, LLC, and in that capacity to manage, operate, and otherwise oversee the real property described above and the operation of the business venture thereon, in accordance with the terms of the documents evidencing the First Mortgage Loan.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock of all one class, having a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V. REGISTERED AGENT

The street address of the registered office of the corporation is 2601 McCoy Road, Orlando, Florida 32809, and the name of the registered agent of the corporation at that address is Natverlal K. Patel.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Natverlal K. Patel, 2601 McCoy Road, Orlando, Florida 32809..

ARTICLE VII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, PROVIDED HOWEVER that for so long as any amount remains unpaid under the First Mortgage Loan or the Mezzanine Loan, these Articles of Incorporation may not be amended without the prior, written consent of the holder of those loan documents.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 21st day of January, 1998.


NATVERLAL K. PATEL

