

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301-9022-8882
 Mailing Address: Post Office Box 177, Tallahassee, FL 32301-0177
 TOLL FREE No. 800-344-8800
 FAX (904) 22-1277

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

S. TAX _____
 FILING 52.50
 R. AGENT FEE _____
 C. COPY _____
 TOTAL 52.50
 N. BANK _____
 BALANCE DUE _____
 DEFUND _____

13K
2/17/97

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|----------------|-----------|--------------|
| DATE | <u>2-18-97</u> | _____ | _____ |
| TIME | <u>8:55</u> | _____ | CK No. _____ |
| BY | <u>Dr</u> | _____ | _____ |

WALK-IN _____
 Will Pick Up _____

_____ of _____
888 Rights Trn East
Investors, Ltd

| | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| Capital Express™ | _____ | _____ |
| Art. of Inc. File | _____ | _____ |
| Corp. Record Search | _____ | _____ |
| Ltd. Partnership File | _____ | _____ |
| Foreign Corp. File | _____ | _____ |
| () Cert. Copy(s) | _____ | _____ |
| <input checked="" type="checkbox"/> Art. of Amend. File | _____ | _____ |
| Dissolution/Withdrawal | _____ | _____ |
| C U S- | _____ | _____ |
| Fictitious Name File | _____ | _____ |
| Name Reservation | _____ | _____ |
| Annual Report/Reinstatement | _____ | _____ |
| Reg. Agent Service | _____ | _____ |
| Document Filing | _____ | _____ |
| Corporate KII | _____ | _____ |
| Vehicle Search | _____ | _____ |
| Driving Record | _____ | _____ |
| Document Retrieval | _____ | _____ |
| UCC 1 or 3 File | _____ | _____ |
| UCC 11 Search | _____ | _____ |
| UCC 11 Retrieval | _____ | _____ |
| File No.'s, Copies | _____ | _____ |
| Courier Service | _____ | _____ |
| Shipping/Handling | _____ | _____ |
| Phone () | _____ | _____ |
| Top Priority | _____ | _____ |
| Express Mail Prep. | _____ | _____ |
| FAX () | _____ | _____ |
| pgs. | _____ | _____ |
| SUBTOTALS | _____ | _____ |

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

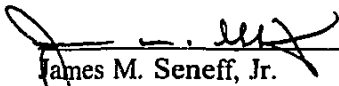
**Amendment to Limited Partnership Agreement
of
Knights Inn East Investors, Ltd.**

The undersigned, as General Partners of Knights Inn East Investors, Ltd., a Florida limited partnership filed on the 10th day of June, 1983, hereby file this Amendment for the purpose of changing the name of the partnership.

1. *Original Name of Partnership*
Knights Inn East Investors, Ltd.
2. *Date of Formation*
June 10, 1983
3. *Amended Name of Partnership*
Convention Hotel Investors II, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 PM 12:53

In Witness Whereof, the undersigned have hereunto sworn to and set their hands and seals this 12th day of February, 1997.


James M. Seneff, Jr.
General Partner


Robert A. Bourne
General Partner

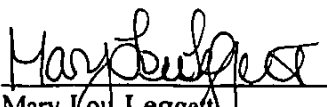
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared James M. Seneff, Jr. and Robert A. Bourne, as General Partners of Knights Inn East Investors, Ltd., who after being first duly sworn by me, depose and say that they have executed the foregoing Amendment to the Limited Partnership Agreement of Knights Inn East Investors, Ltd. freely and voluntarily and for the purposes stated therein. They are both personally known to me.

Sworn to and subscribed before me this 12th day of February, 1997.



MARY LOU LEGGETT
My Commission CC306669
Expires Aug. 08, 1997
Bonded by HAI
800-422-1855


Mary Lou Leggett
My commission expires 8/8/97