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February 26, 1998

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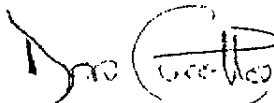
Re: Laxmi Republic Hotel, Ltd. and Laxmi American Hotel, Ltd.

Dear John:

Enclosed is an original and one copy of a Certificate of Amendment to Limited Partnership for each of the above-referenced partnerships, together with two (2) checks each in the amount of \$105.00, representing the filing and certified copy fees.

Please file with the Secretary of State's office and return the certified copies to us (airbill enclosed) by Federal Express.

Very truly yours,


Donald J. Curotto

DJC:km

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 AM 8:58

RECEIVED
98 FEB 27 AM 10:36
DIVISION OF CORPORATION

BK
3/18/98

**CERTIFICATE OF AMENDMENT TO
THE LIMITED PARTNERSHIP AGREEMENT
OF
LAXMI REPUBLIC HOTEL, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 AM 8:58

THIS CERTIFICATE OF AMENDMENT to the Limited Partnership Agreement effective as of December 4, 1997, of **LAXMI REPUBLIC HOTEL, LTD.**, a Florida limited partnership (the "Partnership"), is made and entered into this 20th day of February, 1998.

WHEREAS, the General Partner is to be hereby designated and thereupon the present General Partner is hereby to withdraw from the Partnership.

NOW, THEREFORE, as permitted by the Partnership Agreement, and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Partnership Agreement is hereby amended as follows:

1. JHM ENTERPRISES, INC., a South Carolina corporation, hereby withdraws as a General Partner of the Partnership.
2. AURO REPUBLIC HOTEL, LLC, a South Carolina limited liability company, remains as the sole General Partner of the Partnership.

IN WITNESS WHEREOF, the above named partners have executed this Amendment to the Limited Partnership Agreement of **LAXMI REPUBLIC HOTEL, LTD.**, a Florida limited partnership, as of the day and year first above written.

REMAINING GENERAL PARTNER:

AURO REPUBLIC HOTEL, LLC,
A South Carolina Limited Liability Company

By: Hasmukh P. Rama
Print Hasmukh P. Rama
Its Managing Member

WITHDRAWING GENERAL PARTNER:

JHM ENTERPRISES, INC.,
A South Carolina Corporation

By: Hasmukh P. Rama
Print Hasmukh P. Rama
Its Chairman and CEO