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FROM-RUDEN MCCLOSKEY SMITH

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL ACCT#: 076077000521
CONTACT: ~~LISA A LANIER~~ *MARCI SHAFER*
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: VINOY PARK HOTEL COMPANY
AUDIT NUMBER.....H98000022213
DOC TYPE.....BASIC AMENDMENT
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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
VINOY PARK HOTEL COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of VINOY PARK HOTEL COMPANY, a Florida corporation ("Corporation"), filed with the Department of State on November 6, 1924, Charter Number 014507, are hereby amended as shown below:

Article III of the Articles of Incorporation of this Corporation is deleted in its entirety and amended to read as shown in the Amended Articles of Incorporation of this Corporation, the original of which is attached hereto and made a part hereof.

The Amended Articles of Incorporation were duly adopted on November 25, 1998 by the Corporation's Board of Directors and its Majority Shareholder by a vote sufficient for approval of the amendment. Prior to that date, all shares of the Corporation's Preferred Stock were redeemed and canceled by the Corporation, in accordance with the Corporation's Articles of Incorporation as existing prior to this Amendment, therefore, no class vote by the holders of the Preferred Stock was required.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 25th day of November, 1998.

VINOY PARK HOTEL COMPANY

By: C. Tucker Moore
President, C. Tucker Moore

FA#: H98-22213

FA# H98-22213

**AMENDED ARTICLES
OF INCORPORATION
OF
VINOY PARK HOTEL COMPANY**

The Articles of Incorporation of Vinoy Park Hotel Company (the "Articles"), a Florida corporation ("Corporation"), filed with the Department of State on November 6, 1924. Charter Number 014507, and all amendments and supplements thereto, if any, are hereby amended by deleting Article III of such Articles in its entirety, and inserting in lieu thereof the following:

ARTICLE III.

The amount of the total authorized capital stock of this Corporation is decreased and reclassified and the number, par value, designations, preferences, relative, participating, optional and other special rights of the shares and the qualifications, limitations or restrictions are changed so that the authorized capital stock of this Corporation, which initially was two hundred thousand (200,000) shares of Preferred Stock, having a par value of Ten Dollars (\$10.00) per share, and one hundred fifty thousand (150,000) shares of Common Stock, having a par value of Ten Dollars (\$10.00) per share, shall be seventy-five (75) shares of Common Stock having no par value.

At 5:00 p.m. Eastern Standard time ("Effective Time"), on the date of the filing of these Articles of Amendment of the Articles on Incorporation, all outstanding shares of Common Stock held by each holder of record on such date shall be automatically combined at the rate of one (1) share of new Common Stock for each two thousand (2,000) shares of outstanding Common Stock, without any further action on the part of the holders thereof or this Corporation. No fractional shares

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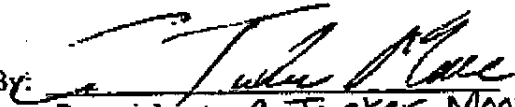
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shall be issued. Any fractional shares that would otherwise have issued upon such stock combination shall be deemed to retain only the right to payment by the Corporation thereof at a rate of \$93,400.00 per whole post-combination share of Common Stock and shall be deemed canceled at the Effective Time without further act by the Corporation or any holder.

The Preferred Stock has been redeemed by the Corporation, and all such shares are canceled upon the filing of these Articles of Amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned does hereby execute these Amended Articles of Incorporation, as of the 25th day of November, 1998.

Vinoy Park Hotel Company

By: 
President, C. Tucker Moore

Prepared by: Scott H. Margol, FL Bar #511064
Ruden McClosky, Et al, P. O. Box 1900
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