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CONTACT: LISA A LANIUS
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: VINOY PARK HOTEL COMPANY

AUDIT NUMBER.....H98000022801

DOC TYPE.....BASIC AMENDMENT

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: LISA A LANIUS
PHONE: (954)761-2910

ACCT#: 076077000521

FAX #: (954)764-4996

NAME: VINOY PARK HOTEL COMPANY

AUDIT NUMBER.....H98000022801

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

VINOY PARK HOTEL COMPANY
5215 OLD ORCHARD RD
SKOKIE, IL 60077US

SUBJECT: VINOY PARK HOTEL COMPANY
REF: 014507

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

PLEASE PRINT THE NAME OF THE SIGNOR BY BOTH SIGNATURES.

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

FAX Aud. #: H98000022801
Letter Number: 898A00058016

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
VINOY PARK HOTEL COMPANY**

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, as amended, are hereby amended as shown below:

All Articles of the Articles of Incorporation of this Corporation are completely eliminated and amended in their entirety to read as shown in the Amended and Restated Articles of Incorporation of this Corporation, the original of which is attached hereto and made a part hereof.

The Amended and Restated Articles of Incorporation were duly adopted on December 3, 1998 by the Corporation's Board of Directors and its Sole Shareholder by a vote sufficient for approval of the amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment and Restatement as of the 3rd day of December, 1998.

VINOY PARK HOTEL COMPANY

By: 
President, C. TUCKER MOORE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Scott H. Margol, Esq., FL Bar # 511064
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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

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, and all amendments and supplements thereto, are hereby superseded by these Amended and Restated Articles of Incorporation which shall read as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this Corporation shall be:

Vinoy Park Hotel Company.

ARTICLE II.

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE III.

TERM

The Corporation shall have perpetual existence.

Prepared by: Scott H. Margol, FL Bar #511064
Ruden McClosky, Et al, P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is 16400 Gulf Boulevard, Redington Beach, Florida 33738, and the mailing address of this Corporation is 16400 Gulf Boulevard, Redington Beach, Florida 33738.

ARTICLE V.

CAPITAL STOCK

The amount of the total authorized capital stock of this Corporation shall be seventy-five (75) shares of Common Stock having no par value.

ARTICLE VI.

ADDRESS OF REGISTERED OFFICE IN THIS STATE

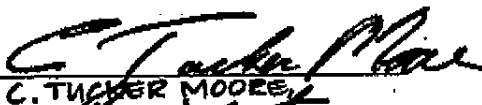
The street address of the registered office of this Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, FL 33324, and the registered agent of this Corporation at that address shall be CT Corporation Systems.

IN WITNESS WHEREOF, the undersigned does hereby execute these Amended and Restated Articles of Incorporation, and does hereby acknowledge that this instrument constitutes his/her act and deed and that the facts stated herein are true.

Vinoy Park Hotel Company

Date: December 3, 1998.

By:


C. TUCKER MOORE,
President

Prepared by: Scott H. Margol, FL Bar #511064
Ruden McClosky, Et al, P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent in Article VI of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Date: December 7, 1998

Barbara A. Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY, Registered Agent

Prepared by: Scott H. Margol, FL Bar #511064
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Fort Lauderdale, Florida 33301
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