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LIMITED PARTNERSHIP AMENDMENT

SH5, LTD.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 3, 2005

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[illegible] CERTIFICATE
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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF SH5, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, the undersigned, as General Partner of SH5, Ltd., Florida limited partnership (the "Limited Partnership"), the Certificate of Limited Partnership of which was filed with the Florida Department of State on July 23, 2003, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. Section 8 of the Certificate of Limited Partnership is deleted in its entirety and following inserted in its place and stead:

> "8. The purpose of the Limited Partnership is to: (a) acquire, develop, own, hold, sell, lease, transfer, exchange, manage, operate, renovate, redevelop and reconstruct the real property located in Key West, Florida, and described more particularly on Exhibit A attached hereto and incorporated herein by reference (and the property demised under that certain Sovereignty Submerged Land Lease Renewal between the Board of Trustees of the Internal Improvement Fund of the State of Florida and LaSalle Hotel Operating Partnership, L.P., dated as of August 21, 1999, as amended and/or assigned), and any improvements located or to be located thereon (collectively, the "Property"); (b) finance its activities as described in subsection (a) above by procuring one or more loans, including but not limited to a loan (the "Loan") from LaSalle Bank, National Association (together with its successors and/or assigns, the "Lender") that shall be secured by, among other things, a mortgage lien encumbering the Property and, in connection therewith, to execute and deliver to Lender a loan agreement, note, mortgage, assignment of rents and leases and any other documents, instruments and agreements required by Lender that evidences, secures or is otherwise executed in connection with the Loan (the "Loan Documents"); (c) refinance the Property in connection with a permitted repayment of the Loan; and (d) transact any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing. In order to carry out its purpose, and not in limitation thereof, subject to the terms and conditions of its limited partnership agreement dated as of July 23, 2003, as the same is amended from time to time (the Limited Partnership Agreement"), the General Partner is empowered and authorized to do all acts and things necessary, appropriate, proper, advisable, incidental to or convenient for the furtherance and accomplishment of its purposes."

2. This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

Executed by the undersigned this 29th day of July, 2005.

GENERAL PARTNER:

SH5, INC., a Florida corporation,
General Partner

By: _____
Robert A. Spottswood, President