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August 2, 1999

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-08/04/99-01051-008

*****70.00 *****35.00

State of Florida
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

In Re: Quincy Motor Lodge, Inc.
Articles of Amendment

Enclosed is Articles of Amendment to Certificate of Incorporation of Quincy Motor Lodge, Inc. which I ask that you please file and return to me an acknowledgment letter -- a copy of same is enclosed for your information in doing so.

Also enclosed is a Statement of Change of Registered Office or Registered Agent or Both for Corporations which I ask that you please file and return to me an acknowledgment letter - a copy of same is enclosed for your information in doing so.

Enclosed is my firm check in the sum of \$70.00 to cover the costs of filing for both.

Please return the acknowledgment letter to me at the above **post office address**. Thank You.

Sincerely,


Jack A. Harnett

JAH:pkc

Enclosures: as stated

Amend

T. LEWIS AUG 11 1999

FILED
AUG -3 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 AUG -3 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
QUINCY MOTOR LODGE, INC.


I, the undersigned, being the President and Secretary-Treasurer of QUINCY MOTOR LODGE, INC., a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholders and Directors of the corporation by unanimous written consent at a meeting held on January 1, 1998.

PARAGRAPH SEVENTH is amended to read as follows:

"The Board of Directors of this corporation shall be composed of not less than one and no more than three and such Directors do not necessarily have to be stockholders or officers of such corporation to become members of the Board of Directors, but same shall be elected by the stockholders of said corporation."

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 1st day of January, A.D., 1998.


ROBERT BANCKER ANDERSON
President/Secretary

(corporate seal)