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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T BROWN MAR - 4 2003

High Noon Apartment Motels, Inc.  
4424 El Mar Drive  
Lauderdale-By-The-Sea, FL 33308

February 22, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


To Whom It May Concern:

Enclosed for filing is the Certificate of Amendment to the Certificate of Incorporation for the stock corporation of **High Noon Apartment Motels, Inc.**

Also enclosed is a check in the amount of \$43.75, made payable to the Department of State, which represents the basic cost for the filing fee and a certified copy of the Certificate of Amendment to the Certificate of Incorporation. Please return the certified copy to me at the above address.

If you should have any questions please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,



Paul D. Novak

PDN  
enclosures  
cc: Christopher S. Drew, Esq

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF  
HIGH NOON APARTMENT MOTELS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned President of High Noon Apartment Motels, Inc. hereby amends the Certificate of Incorporation of High Noon Apartment Motels, Inc.

FIRST: Article III of the Certificate of Incorporation is repealed and the following is substituted in lieu thereof:

"ARTICLE III

SECTION 1.      Authorized Capital Stock.

The authorized capital stock of Corporation shall be divided into One Thousand Two Hundred (1,200) shares of Class A Common Stock with no par value and Ten Thousand Eight Hundred (10,800) shares of Class B Common Stock with no par value. The Board of Directors may determine at the time of issuance of any shares of the Class A Common Stock or Class B Common Stock of the corporation issued for cash, or within sixty (60) days after the issuance of any shares of the Class A Common Stock or Class B Common Stock of the corporation issued for property other than cash, what part of the consideration for such shares shall be capital. Such consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid, shall be surplus or net assets in excess of capital.

SECTION 2.      Voting Rights.

The entire voting power of the Corporation shall be vested in the Class A Common Stock except in the case of those actions for which the vote of any other class of stock shall be required by statute. Each holder of record of shares of a class of stock of the Corporation entitled to vote on a matter shall be entitled to one vote for each share held.

SECTION 3.      Voting Requirements.

Stockholder action on any matter whatsoever shall require the affirmative vote of at least, but not more than, a majority of the shares of the Class A Common Stock of the Corporation issued and outstanding at the time of such vote; and on any matter for which the vote of the Class B Common Stock of the

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Corporation shall be required by statute, the affirmative vote of at least, but not more than, a majority of the shares of the Class B Common Stock of the Corporation issued and outstanding at the time of such vote shall be required.

SECTION 4. Pre-emptive Rights

The holders of Class B Common Stock shall have no pre-emptive rights.

SECTION 5. Other Rights

Except as otherwise specifically provided herein with respect to the right to vote and pre-emptive rights, the rights and privileges of the holders of the Class A and Class B Common Stock of the Corporation shall be identical."

SECOND: The amendment provides for an exchange of issued shares, and the provisions for implementing the amendment are as follows:


1. The officers of the Corporation are hereby directed to issue to each shareholder on record on January 1, 2003, ten (10) shares of the newly authorized Class A Common Stock with respect to each share of its Common Stock outstanding on said record date upon the surrender of each Shareholder's certificate for such Common Stock.

2. The officers of the Corporation are hereby directed to distribute to each shareholder of record on January 1, 2003, ninety (90) shares of the Corporation's Class B Common Stock with respect to each share of its Common Stock outstanding on said record date, such distribution to be made no later than March 1, 2003.

THIRD: The amendment was adopted on February 22<sup>nd</sup>, 2003.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 22<sup>nd</sup> day of February, 2003.

  
Paul D. Novak  
President