

LAW OFFICES OF
CAMPBELL, DeLONG, HAGWOOD & WADE, LLP

P.O. BOX 1856
923 WASHINGTON AVENUE
GREENVILLE, MISSISSIPPI 38702-1856

(601) 335-6011
FACSIMILE (601) 334-6407

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF COUNSEL:
ROY D. CAMPBELL, JR.
J. WALKER STURDIVANT

FRED C. DeLONG, JR.
1931-1993

*ALSO ADMITTED IN ARKANSAS

L. CARL HAGWOOD
LAWRENCE D. WADE
ROY D. CAMPBELL, III
JAMES T. MILAM
HAROLD H. MITCHELL, JR.
JOHN F. DAVIS, JR.
ROBERT N. WARRINGTON
VIKKI J. SPENCER
R. BRITTAIN VIRDEN*
BRADLEY F. HATHAWAY*
J. CHADWICK MASK

December 22, 1997

VIA FEDERAL EXPRESS - PRIORITY DELIVERY

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Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Articles of Amendment to the Articles of
Incorporation of Inn of Lake City, Inc.

Dear Ms. Mortham:

Enclosed please find Articles of Amendment to the Articles of
Incorporation of Inn of Lake City, Inc. and this firm's check in
the amount of \$87.50.

Please file the enclosed Articles of Amendment and return a
certified copy of the Amendment to me in the enclosed prepaid
Federal Express packaging.

Should you have any questions regarding the enclosed or need any
additional information or documentation, please do not hesitate to
contact me.

Sincerely yours,



Robert N. Warrington

RNW/lrt
12-8130.g
Enclosures

Amend.

VS JAN 6 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

INN OF LAKE CITY, INC.

(Formerly Mississippi-Florida Corporation)
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article III of the Articles of Incorporation is hereby amended and restated to read as follows:

The maximum number of shares of stock that this corporation is authorize to issue at any one time is 10,000 shares of voting common stock, having a par value of \$10 per share; and 90,000 shares of non-voting common stock having no par value.

Each share of common-voting shall entitle the holder thereof to one (1) vote. Holders of the common non-voting shall have all the rights and privileges of the holders of common voting stock, except that the holders of the common non-voting shall not be entitled to vote.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Each share of issued and outstanding common stock shall be exchanged for one (1) share of voting common stock and nine (9) shares of non-voting common stock.

THIRD: The date of each amendment's adoption: December 8, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of December, 19 97.

Signature

Mike P. Sturdivant

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mike P. Sturdivant
Typed or printed name

Chairman
Title