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December 10, 1997

Office of the Secretary of State
Corporations Divisions
Amendments Section
P. O. Box 6327
Tallahassee, FL 32399

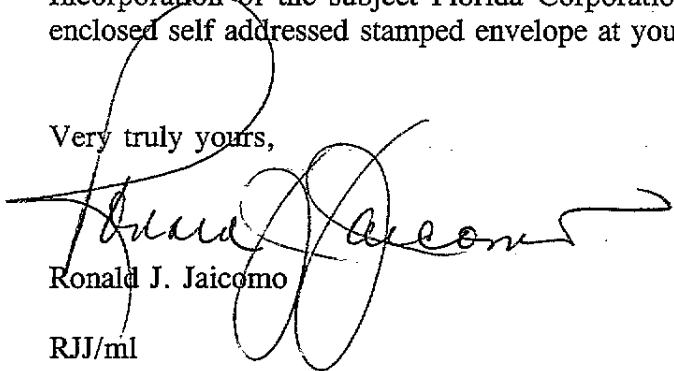
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-12/15/97-01113-014
*****35.00 *****35.00

RE: San Carlos Lodge, Inc.

Dear Secretary:

Enclosed herewith an original and one (1) copy of Article of Amendment to Articles of Incorporation of the subject Florida Corporation. Please return one file marked copy in the enclosed self addressed stamped envelope at your earliest convenience.

Very truly yours,



Ronald J. Jaicomo

RJJ/ml
Enclosure

cc: Jim Hall

rjj\khal.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 1:40

Amend.
12-17-97
cc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SAN CARLOS LODGE, INC

(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

Capital Stock

- (a) The total authorized shares of this corporation shall be Five Thousand (5,000) shares of no par value common stock.

- (b) Of the total authorized shares set forth in (a) above, Two Thousand Five Hundred (2,500) shares shall be classified as Class A shares, and Two Thousand Five (2,500) shares shall be classified as Class B shares. Each share of Class A stock shall have voting rights with respect to all issues to come for the shareholders. Class B shares shall possess no voting rights. In all other matters, Class A shares and Class B shares shall have equal rights.

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:

Be it resolved that One (1) Class A share and One (1) Class B share shall be issued in exchange for each outstanding share of existing common stock, to be issued on or before August 29, 1997.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THIRD: The date of each amendment's adoption: August 8, 1997

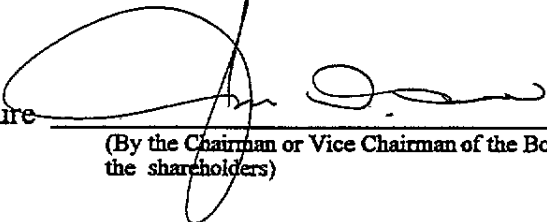
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 10th day of December, 19 97

Signature 

(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)

James Hall
Typed or printed name

President
Title