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**JEFFREY A. KERN**  
PROFESSIONAL ASSOCIATION

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April 16, 1999

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

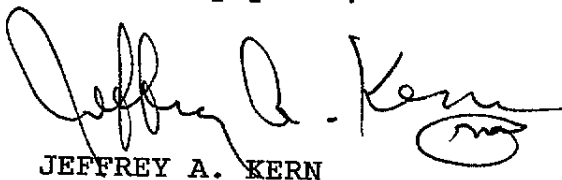
Re: OCEAN ROC MOTEL, INC.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment with respect to the above-captioned corporation. A copy of the Written Consent in Lieu of Special Meeting are also enclosed, along with our firm's check in the sum of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

  
JEFFREY A. KERN

JAK:M

Encs.

cc: Mr. Stanley Brown  
Gary Brown, Esq.

*Amend  
4-21-99  
DKS  
Spoke to Jeffrey Kern  
about date of approval*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 19 PM 4:31

FILED

ARTICLES OF AMENDMENT  
OF  
OCEAN ROC MOTEL, INC.  
(a Florida Corporation)

**FILED**  
99 APR 19 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Amendment to the Articles of Incorporation of OCEAN ROC MOTEL, INC. is executed this 8th day of April, 1999.

1. Article III is hereby amended to read as follows:

"The number and class of shares which the Corporation shall have the authority to issue is as follows:

A. ONE HUNDRED (100) SHARES (including fractional shares) of Class A Common Stock of ONE (\$1.00) DOLLAR par value per share.

B. ONE THOUSAND (1,000) SHARES (including fractional shares) of Class B Common Stock with a par value of ONE (\$1.00) DOLLAR per share.

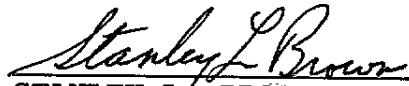
The Class A shares and the Class B shares shall have the same rights and privileges, including but not limited to the Corporation's equity ownership, rights to dividends and distributions upon liquidation and otherwise, except that the Class B shares shall possess no voting rights and the Class A shares shall possess all voting rights.

C. The Corporation's owners will exchange their currently held issued and outstanding shares for the new shares authorized above in the same proportion as their existing share ownership. After the exchange, the Corporation

shall cancel the shares exchanged, as well as other treasury stock which it may hold."

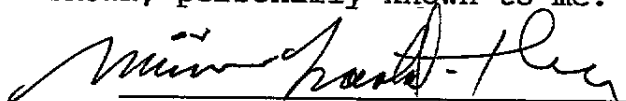
2. This Amendment was adopted by all Shareholders and Directors by Written Consent in Lieu of Special Meeting and therefore, the number of votes cast for the Amendment was sufficient for approval on 4-8-99.

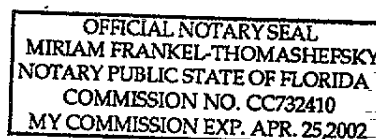
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of April, 1999.

  
STANLEY L. BROWN,  
President and Director

STATE OF FLORIDA / COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 8th day of April, 1999, by STANLEY L. BROWN, personally known to me.

  
Notary Public, State of  
Florida at Large



WRITTEN CONSENT IN LIEU OF SPECIAL MEETING  
OF BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
OCEAN ROC MOTEL, INC.,  
A FLORIDA CORPORATION,  
AUTHORIZING RECAPITALIZATION AND ISSUANCE  
OF COMMON CLASS A & B SHARES

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The undersigned, being all of the Directors and Shareholders of the above-named Florida Corporation hereby take the following action by written consent in lieu of holding a special meeting of Directors and Shareholders, all pursuant to Florida Statutes §§607.0821 and 607.0704, respectively, and the Corporation's By-Laws and Articles of Incorporation.

A. The Corporation's Articles shall be amended to authorize the issuance of ONE HUNDRED (100) CLASS A voting shares of Common Capital Stock and ONE THOUSAND (1,000) CLASS B Common Capital Stock. The Class A and B shares shall have the same proportional rights to ownership, distributions, dividends and rights to receive net assets upon liquidation, except that the Class A shares shall have all voting rights and the Class B shares shall have no voting rights.

B. Each Shareholder shall be issued Class A and B shares described above in direct proportion to his current ownership of the Corporation. The current ownership of the Corporation's shares is as follows:

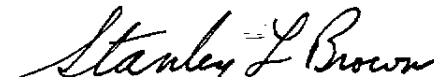
	<u>PERCENTAGE</u>	<u>NUMBER OF SHARES</u>
STANLEY BROWN	- 75%	- 25 shares
DALE BROWN	- 12-1/2%	- 4.166 shares
JEFF BROWN	- 12-1/2%	- 4.166 shares

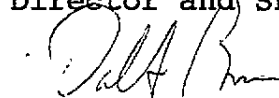
C. The Shareholders shall exchange their existing share certificates for newly authorized share certificates representing the same amount of proportional interest in the Corporation's equity, to wit:

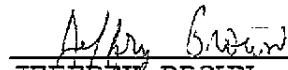
	<u>SHARES EXCHANGED</u>	<u>NEW SHARES ISSUED</u>
STANLEY BROWN	25	— 75
DALE BROWN	4.166	— 12.5
JEFF BROWN	4.166	— 12.5

The shares recently redeemed by the Corporation, as well as the shares exchanged herein and held as Treasury Stock, will be cancelled.

The Corporation's Secretary shall record the issuance of such shares on the Corporation's books and stock transfer ledger.

  
STANLEY L. BROWN,  
Director and Shareholder

  
DALE BROWN,  
Director and Shareholder

  
JEFFREY BROWN,  
Shareholder