

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

567461

600002443626--7  
-03/02/98--01027--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Tropical Inn, Inc.

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- \_\_\_ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

98 MAR -2 PM 12:05

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR -2 AM 10:21

RECEIVED

DIVISION OF CORPORATIONS

Amend.  
3-2-98  
CC

Signature

Requested by: Da

Name

Date

Time

Walk-In

Will Pick Up

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

TROPICAL INN, INC.

(present name)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 12:05

*Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 is now amended to read as follows:

The sole purposes of the Corporation is to own, develop, lease, manage, encumber, maintain, sell and otherwise dispose the realty located in Lee County, Florida known as TROPICAL INN, located at 5200 and 5210 Estero Blvd., Fort Myers Beach Florida (the "PROPERTY"), as well as to perform any incidental activities related to the foregoing.

Notwithstanding anything to the contrary contained herein, for so long as that certain loan made by ARIES CAPITAL INCORPORATED ("ARIES") to the corporation in the amount of \$2,500,000.00 ("the Loan") encumbers the property, the corporation shall incur no indebtedness other than the following:

1. The Loan made by Aries to the Corporation, to be secured by, among other things, a First Mortgage on the Property (the "Mortgage") and
2. Trade debts incurred by the corporation in the ordinary course of business in connection with the ownership, maintenance and management of the Property.

**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:

NONE

**THIRD:** The date of each amendment's adoption: January 15, 1998

**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):*

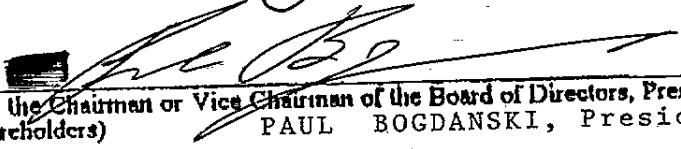
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

☒ 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 day 15 of January, 19 98.

Signature

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title