

A01121

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 26 PM 4:30

FILED

November 20, 1998

SENT BY CERTIFIED MAIL, RETURN-RECEIPT REQUESTED TO:

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hotel Properties, Ltd.
Your Ref. Number: A01121

200002700692--1
-12/02/98--01081--005
****105.00 ****105.00

Gentlemen:

Enclosed for filing are the following:

1. Certificate of Amendment to the Certificate of Limited Partnership for Hotel Properties, Ltd.
2. Check in the amount of \$105 representing the fee for filing of the Certificate of Amendment and the fee for one certified copy thereof.
3. 1999 Annual Report for the Limited Partnership.
4. Check in the amount of \$526.25 in payment of the filing fee for the Annual Report.

Upon filing, please forward the certified copy of the Certificate of Amendment to the undersigned as attorney for the Limited Partnership.

If for any reason the above Certificate or Annual Report may not be filed as submitted, please contact the undersigned.

Thank you for your cooperation.

Very truly yours,

LAWRENCE WEINER

LW/dv
enclosures
8012mscr.13a

A 01121

Name	01121
Document	01121
Examiner	01121
Updater	01121
Verifier	01121
Acknowledgment	01121

FF \$52.50
CC \$52.50

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOTEL PROPERTIES, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Amended and Restated Certificate of Limited Partnership was filed with the Florida Dept. of State on January 14, 1987, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendments:

Paragraph 4 is hereby amended to read in its entirety as follows:

"4. The name and address of the sole General Partner is:

GMS Inc.
801 Arthur Godfrey Road
Suite 600
Miami Beach, FL 33140"

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s):

Signature of current general partner:

GMS INC., General Partner

By: 

George M. Simon, President

801lamdt.001/October 15, 1998

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TALLAHASSEE, FLORIDA