



THE UNITED STATES
CORPORATION
COMPANY

A 04552

ACCOUNT NO. : 072100000032

REFERENCE : 465483 91243A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 95.00

ORDER DATE : July 17, 1997

52.50

ORDER TIME : 11:31 AM

ORDER NO. : 465483-030

CUSTOMER NO: 91243A

400002241574--5

CUSTOMER: Amy Reuter, Legal Asst
Interstate Hotels Corporation
Foster Plaza
680 Andersen Drive
Pittsburgh, PA 15220

DOMESTIC AMENDMENT FILING

NAME: DON CE SAR RESORT HOTEL, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 3:59

97 JUL 19 PM 12:07
DIVISION OF CORPORATIONS

7/18/97
BK

**Amended and Restated Certificate of Limited Partnership
of**

Don Ce Sar Resort Hotel, Ltd.

To the Secretary of State
State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 18 PM 3:59

The undersigned, on behalf of the limited partnership named below, (the "limited partnership") hereby certifies that:

1. The present name of the limited partnership is Don Ce Sar Resort Hotel, Ltd.

2. The date of filing the original Certificate of Limited Partnership was October 22, 1975. The original Certificate was amended and restated as follows:

- (a) First Amendment to Certificate of Limited Partnership filed on December 3, 1975.
- (b) Amended and Restated Certificate of Limited Partnership filed on December 30, 1982.
- (c) Second Amended and Restated Certificate of Limited Partnership filed on November 8, 1984.
- (d) First Amendment to Second Amended and Restated Certificate of Limited Partnership filed on October 23, 1985.
- (e) Amended and Restated Certificate of Limited Partnership filed on June 20, 1996.

3. The effective date of this Amended and Restated Certificate shall be the date this Amended and Restated Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.

4. The Certificate of Limited Partnership is amended to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act. Each such amendment is as follows:

- 1. The current Amended and Restated Certificate of Limited Partnership is being amended to provide for (1) the withdrawal of IHC

Services Company, L.L.C. as a general partner and (2) the addition of IHC Realty Corporation as a general partner.

5. The Limited Partnership shall conduct its business with the general partners set forth below.

6. The previously filed Certificate of Limited Partnership, amendments thereto and restatements thereof are superseded by the provisions hereof.

7. The address of the office and the name and address of the agent for service of process of the Limited Partnership are as follows:

Office Address

S-215/Legal
900 Cottage Grove Road
Hartford, CT 06152-2313

Service of Process

CT Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

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APR 18 PM 4:00

8. The names and business addresses of the two general partners are as follows:

Rosado Grande, Inc.

900 Cottage Grove Road
Hartford, CT 06152-2313

IHC Realty Corporation

% Interstate Hotels Corporation
Foster Plaza Ten
680 Andersen Drive
Pittsburgh, Pennsylvania 15220

Each general partner is qualified to do business in the State of Florida.

9. The mailing address for the Limited Partnership is as follows:

S-215/Legal
900 Cottage Grove Road
Hartford, CT 06152-2313

10. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2046.

11. This Amended and Restated Certificate of Limited Partnership was duly executed by duly authorized officers of the general partners of the Limited Partnership listed in Paragraph 8 above, pursuant to Section 620.109 of the Florida Statutes, Uniform Limited Partnership Act.

The undersigned have executed this Amended and Restated Certificate of Limited Partnership on the 15 day of July, 1997.

WITNESSES:

Pearl C. Allen
Name: PEARL C. ALLEN
Valerie J. Clark
Name: VALERIE J. CLARK

ROSADO GRANDE, INC.

By: [Signature]

Name: Thomas M. Smith
Title: PRESIDENT

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8 JUL 18 PM 4:00

WITNESSES:

Christine D. Felding
Name: CHRISTINE D. FELDING
Amy S. Renter
Name: AMY S. RENTER

IHC REALTY CORPORATION

By: [Signature]

Name: W. Thomas Parrington, Jr.
Title: Vice President and Treasurer