

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 222-8872
 Mailing Address: Post Office Box 1000, Tallahassee, FL 32301
 TOLL FREE No. 1-800-343-8800
 FAX (904) 222-1272

A14668 _____ of _____
 Rights Trn East
 Investors, Ltd

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

S. TAX _____
 FILING 52.50
 R. AGENT FEE _____
 C. COPY _____
 TOTAL 52.50
 N. BANK _____
 BALANCE DUE _____
 DEFERRED _____

PK
2/17/97

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>2-18-97</u>	_____	_____
TIME	<u>8:55</u>	_____	CK No. _____
BY	<u>Dr</u>	_____	_____

WALK-IN Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
<input checked="" type="checkbox"/> Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	<u>100002092094-4</u>	_____
Phone ()	<u>-02/19/97-01059-024</u>	_____
Top Priority	<u>*****52.50 *****52.50</u>	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

97 FEB 17 PM 12:53
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

97 FEB 17 PM 12:53
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

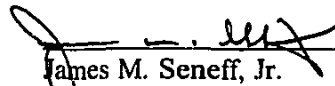
**Amendment to Limited Partnership Agreement
of
Knights Inn East Investors, Ltd.**

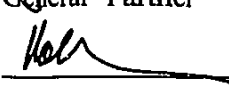
The undersigned, as General Partners of Knights Inn East Investors, Ltd., a Florida limited partnership filed on the 10th day of June, 1983, hereby file this Amendment for the purpose of changing the name of the partnership.

1. *Original Name of Partnership*
Knights Inn East Investors, Ltd.
2. *Date of Formation*
June 10, 1983
3. *Amended Name of Partnership*
Convention Hotel Investors II, Ltd.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB 17 PM 12:53

In Witness Whereof, the undersigned have hereunto sworn to and set their hands and seals this 12th day of February, 1997.


James M. Seneff, Jr.
General Partner


Robert A. Bourne
General Partner

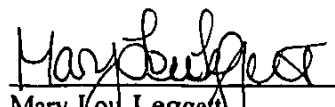
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared James M. Seneff, Jr. and Robert A. Bourne, as General Partners of Knights Inn East Investors, Ltd., who after being first duly sworn by me, depose and say that they have executed the foregoing Amendment to the Limited Partnership Agreement of Knights Inn East Investors, Ltd. freely and voluntarily and for the purposes stated therein. They are both personally known to me.

Sworn to and subscribed before me this 12th day of February, 1997.



MARY LOU LEGGETT
My Commission CC306669
Expires Aug. 08, 1997
Bonded by HAI
800-422-1855


Mary Lou Leggett
My commission expires 8/8/97