

A20910

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September 19, 1997

Florida Department of State
Division of Corporations
Limited Partnership Amendment Section
P.O. Box 6327
Tallahassee, FL 32314-6327

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-09/22/97--01131--002
*****105.00 *****52.50

Re: Hospitality Inns Pensacola, Ltd. II, a Florida limited partnership, and
Hospitality Inns Jacksonville, Ltd. II, a Florida limited partnership

Dear Sir or Madame:

I am enclosing two Amendments to Amended and Restated Agreement and Certificate of Limited Partnership for the two above referenced partnerships. Please have these Amendments filed in your office as soon as possible. I have enclosed a check in the amount of \$105.00 to cover the filing fees. Please return the filed documents to my attention in the enclosed self-addressed prepaid envelope.

Thank you very much for your assistance.

Sincerely,

Douglas G. Brown
Douglas G. Brown

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Name	92924
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

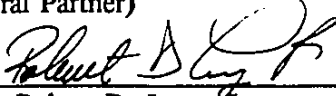
AMENDMENT TO
AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOSPITALITY INNS PENSACOLA, LTD. II

We, the undersigned, desiring to further amend the Amended and Restated Agreement and Certificate of Limited Partnership (the "Partnership Agreement") of Hospitality Inns Pensacola, Ltd. II (the "Partnership"), dated as of April 1, 1986, filed as required under the laws of the State of Florida with the Secretary of State of Florida on October 2, 1985, as Document No. A20910 under the name Hospitality North Florida Properties, Ltd., as previously amended, as follows:

1. Section 5.1.7 is hereby deleted in its entirety.
2. Except as specifically amended herein, the terms and conditions of the Partnership Agreement, as amended, shall remain in full force and effect.

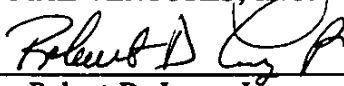
IN WITNESS WHEREOF, the undersigned declare that they are the persons who, in their capacities as officers of such entities, have executed the within Amendment to the Partnership Agreement as of this 1st day of May, 1997, which execution is their act and deed.

MAE VENTURES, INC., a Delaware corporation
(General Partner)

By: 
Robert D. Long, Jr.
Vice President

HOSPITALITY PARTNERS II, a California
limited partnership

BY: MAE VENTURES, INC.

By: 
Robert D. Long, Jr.
Vice President

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