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Examiner's Initials

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AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HOSPITALITY INNS JACKSONVILLE, 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 Jacksonville, 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 December 21, 1985, as Document No. A21342 under the name Hospitality North Florida Properties, Ltd. II originally filed on January 1, 1987, 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)

 $(1,1) \in \{1,2,\dots,n\}$

By:

Robert D. Long, Jr. Vice President

HOSPITALITY PARTNERS II, a California limited partnership

BY: MAE VENTURES, ING

By:

Robert D. Long, Jr. Vice President

SECRETARY OF STATE DIVISION OF CORPORATION 97 SEP 22 AM II: 47

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