



ACCOUNT NO. : 072100000032

REFERENCE : 513863 4303929

AUTHORIZATION

COST LIMIT

Patricia Pyjuts
\$ 105.00

ORDER DATE : August 29, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 513863-005

100002291251 --4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: G.B. HOTEL PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

FILED
U.S. DEPT. OF JUSTICE
RECEIVED
97 AUG 28 PM 1:26

00-000000

INITIALS: BK

8/29/97

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
G.B. HOTEL PARTNERS, LTD.

SECRET
FILED
97 AUG 29 PM 1:26
DIVISION OF CORPORATIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.109 of the Florida Statutes, the undersigned, being the General Partner of G.B. HOTEL PARTNERS, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is G.B. HOTEL PARTNERS, LTD.
2. The date of filing of the original Certificate of Limited Partnership was November 6, 1996 under Document #A96000002055.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the addition of GB (KEY BISCAVNE) OPERATING CORPORATION, a Delaware corporation as another General Partner of the Limited Partnership, so that the General Partners of the Limited Partnership are now:

KEY RESORT, INC., a Florida corporation, whose post office address is 3250 Mary Street, Fifth Floor, Miami, Florida 33133, and

GB (KEY BISCAVNE) OPERATING CORPORATION, a Delaware corporation, whose post office address is 10777 Westheimer, Suite 1000, Houston, Texas 77042.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on the 17 day of August, 1997.

GENERAL PARTNERS:

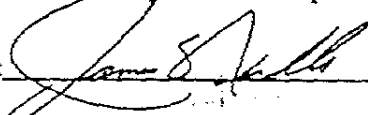
CURRENT GENERAL PARTNER:

KEY RESORT, INC., a Florida corporation

By: 
President

NEW GENERAL PARTNER:

GB (KEY BISCAVNE) OPERATING CORPORATION, a Delaware corporation

By: 
President