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DIVISION OF CORPORATIONS
71 SEP 23 AM 9:01

ACCOUNT NO. : 072100000032
REFERENCE : 539546 4329904
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : September 23, 1997

ORDER TIME : 11:54 AM

900002301629--9
-09/24/97--01001--006
1008.50 **35.00

ORDER NO. : 539546

CUSTOMER NO: 4329904

CUSTOMER: Edgar Benes, Esq
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

CHANGE OF AGENT

NAME: MOUNT VERNON MOTOR LODGE, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Carina L. Dunlap

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LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

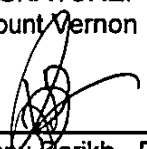
Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Name of the limited partnership: Mount Vernon Motor Lodge, Ltd..
2. Date of filing/ registration in Florida: December 19, 1996, as amended by instrument dated September 15, 1997 and filed herewith.
3. The address of the present office: c/o Mount Vernon Motor Lodge, Inc., 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, FL 33410.
4. Name and address of the present registered agent: Dilip Barot, 4243 Northlake Boulevard, Suite D, Palm Beach Gardens, FL 33410.
5. New address of the office of the limited partnership: c/o Mount Vernon Motor Lodge, 310 Belvedere Road, West Palm Beach FL 33405.
6. Name and address of the successor registered agent and office: Kanu Parikh, 310 Belvedere Road, West Palm Beach FL 33405.

Such change was authorized by the general partners.

SIGNATURE:

Mount Vernon Motor Lodge, Inc.



Kanu Parikh, President

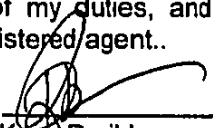
DATE:

Sept 22 '97
September 15, 1997

ACCEPTANCE:

Having been named to as registered agent and to accept service of processes for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent..

SIGNATURE:



Kanu Parikh

DATE: *22.97*
September 15, 1997



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ACCOUNT NO. : 072100000032

REFERENCE : 539546 4329904

AUTHORIZATION :

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-09/24/97--01001--006

COST LIMIT :

~~\$52.50~~

PPD ***1008.50 *****52.50

ORDER DATE : September 23, 1997

ORDER TIME : 11:47 AM

ORDER NO. : 539546-005

CUSTOMER NO: 4329904

CUSTOMER: Edgar Benes, Esq
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC AMENDMENT FILING

NAME: MOUNT VERNON MOTOR LODGE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
97 SEP 23 AM 8:57

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FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
FFIND _____

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MOUNT VERNON MOTOR LODGE, LTD.**

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DIVISION OF CORPORATIONS
97 SEP 23 AM 8:57

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP, dated as of September 15, 1997, and effective upon filing, is filed pursuant to Section 620.109 of the Florida Statutes.

Recitals:

- A. Mount Vernon Motor Lodge, Ltd. (the "Partnership") was previously formed as a Florida limited partnership by Affidavit, Certificate and Agreement of Limited Partnership, dated December 18, 1996 and filed with the Florida Secretary of State on December 19, 1996 (the "Original Certificate");
- B. The affairs of the Partnership are now governed by an the Original Certificate as amended by an Amendment dated as of September 15, 1997 (the "Partnership Agreement"); and
- C. It is appropriate to amend and restate the Original Certificate as follows:
 - 1. The name of the limited partnership is Mount Vernon Motor Lodge, Ltd.
 - 2. The address of the office of the Partnership is 310 Belvedere Road, West Palm Beach, Florida 33405.
 - 3. The registered agent for service of process and the registered office of the Partnership is Kanu Parikh, 310 Belvedere Road, West Palm Beach, Florida 33405.
 - 4. The name and business address of the sole general partner of the Partnership is Mount Vernon Motor Lodge, Inc., 310 Belvedere Road, West Palm Beach, Florida 33405.
 - 5. The mailing address of the Partnership is 310 Belvedere Road, West Palm Beach, Florida 33405.
 - 6. The latest date upon which the Partnership is to dissolve is December 31, 2026.

The undersigned hereby executes this Amended and Restated Certificate of Limited Partnership and attaches aa Supplemental Affidavit of Capital Contributions declaring the amount of capital contributions contributed or to be contributed by the limited partners.

MOUNT VERNON MOTOR LODGE, INC.

By: _____

Kanu Parikh
President

**AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP OF
MOUNT VERNON MOTOR LODGE, LTD.**

This Amendment of Agreement of Limited Partnership is made as of September 15, 1997 to amend the Affidavit Certificate and Agreement of Limited Partnership of Mount Vernon Motor Lodge, Ltd. dated December 18, 1996 (the "Agreement") as follows:

1. Paragraph 2 is amended by changing the principal address of the general partner to 310 Belvedere Road, West Palm Beach, FL 33405.
2. The principal office of the Partnership is changed to 310 Belvedere Road, West Palm Beach, FL 33435 and the Agreement is amended by deleting "4243 Northlake Boulevard, Palm Beach Gardens" wherever it appears and inserting "310 Belvedere Road, West Palm Beach, FL 33405" in its stead.
3. The agent for service of process of the Partnership is Kanu Parikh, c/o Mount Vernon Motor Lodge, Inc., 310 Belvedere Road, West Palm Beach, FL 33405 and paragraph 3 is so amended.
4. Paragraph 6 is amended and restated as follows:

(a) The initial capital of the Partnership is \$12,500, which has previously been contributed by the Partners. As of September 15, 1997, the Limited Partners listed below shall contribute an additional \$120,000 to the capital of the Partnership in cash as set forth below. Any further capital contributions to be made by the Partners shall be made in proportion to their interests in the partnership.

<u>Limited Partner</u>	<u>Additional Capital Contribution</u>
Kanu Parikh	\$ 60,000 <u>80,000</u>
Nilesh Parikh	\$ <u>40,000</u>
TOTAL	\$ <u>120,000</u>

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(b) From and after September 15, 1997, the interest of each Partner in the Partnership shall be as follows:

General Partner	1%
Kanu Parikh	60% <u>66.7%</u>
Nilesh Parikh	39% <u>33.1%</u>
TOTAL	100%

5. All references to the Limited Partner are amended to refer to the parties described in paragraph 6(c).

DATED:  September 15, 1997

Mount Vernon Motor Lodge, Inc.

By: 
Kanu Parikh, President


Kanu Parikh, Limited Partner


Nitesh Parikh, Limited Partner

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A96000002383



ACCOUNT NO. : 072100000032
REFERENCE : 539546 4329904
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : September 23, 1997
ORDER TIME : 11:52 AM
ORDER NO. : 539546-010
CUSTOMER NO: 4329904
CUSTOMER: Edgar Benes, Esq
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

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-09/24/97--01001--006
1008.50 *840.00

DOMESTIC AMENDMENT FILING

NAME: MOUNT VERNON MOTOR LODGE, LTD.

EFFECTIVE DATE:

XX SUPPLEMENTAL AFFIDAVIT OF CAPITAL - AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

BJC

9/24/97

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97 SEP 23 AM 8:58
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**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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BEFORE ME, the undersigned, constituting the sole general partner MOUNT VERNON MOTOR LODGE, LTD., a Florida limited partnership, in accordance with Florida Statute 620.112, certifies as follows:

1. The amount of capital contributions (actual and anticipated) previously reported is ~~\$12,500.~~
\$2,500.00
2. The amount of additional anticipated capital contributions reported is \$120,000.
3. The revised capital contributions as reported is ~~\$132,500.~~
\$122,500.00

I declare under the penalties of perjury that I have read the foregoing and that it is true to the best of my knowledge and belief.

Dated: September 15, 1997

MOUNT VERNON MOTOR
LODGE, INC.

By: _____

Kam Parikh
President