



THE UNITED STATES  
CORPORATION  
COMPANY

A97000001519

ACCOUNT NO. : 072100000032

REFERENCE : 462292 6221A

AUTHORIZATION:

COST LIMIT :

*Patricia Poynter*  
\$ 105.00

ORDER DATE : July 15, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 462292-010

100002238321--9

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst  
Abel Band Russell Collier  
Barnett Bank Center, 8-10th Fl  
240 South Pineapple Avenue  
Sarasota, FL 34236-6737

DOMESTIC AMENDMENT FILING

NAME: HOLIDAY SUN PROPERTIES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 15 PM 3:18

7/15/97  
BKC  
RECEIVED  
97 JUL 15 PM 11:26

**FIRST AMENDMENT TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HOLIDAY SUN PROPERTIES, LTD.,  
a Florida limited partnership**

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUL 15 PM 3:08

The undersigned, constituting the general partner of HOLIDAY SUN PROPERTIES, LTD., a Florida limited partnership, whose Certificate of Limited Partnership was filed with the Secretary of State, State of Florida on July 10, 1997, hereby amends said Certificate of Limited Partnership of HOLIDAY SUN PROPERTIES, LTD., a Florida limited partnership, as follows:

1. Paragraph 2.1(a) is hereby amended to read as follows:

General Partner. The term "General Partner" shall mean WILLIAM TANENBAUM, or any other person or entity admitted as a General Partner by consenting to be bound by the terms of this Agreement. A General Partner may be both a General Partner and a Limited Partner. The address of the General Partner shall be 7338 Estrella Court, Boca Raton, Florida 33433.

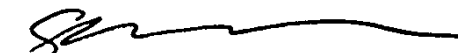
2. Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.

3. The execution of this Certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, pursuant to Paragraph 10.5 of the Partnership Agreement, the undersigned General Partner of the partnership has consented to the execution of this Amendment to the Certificate of Limited Partnership of HOLIDAY SUN PROPERTIES, LTD., a Florida limited partnership below, on this 14th day of July, 1997.

HOLIDAY SUN PROPERTIES LTD.,  
a Florida limited partnership

WITNESSES:

  
Print Name GATHA K. MILHORN

By:   
William Tanenbaum

  
Print Name TONI MARIE GELINAS

"GENERAL PARTNER"

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th  
day of July, 1997, on behalf of the partnership by  
WILLIAM TANENBAUM, as general partner of Holiday Sun Properties,  
Ltd., a Florida limited partnership.

  
Notary Public

Print Name:

My Commission Expires



Personally Known X (OR) Produced Identification  
Type of identification produced n/a

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 15 PM 3:18