



THE UNITED STATES  
CORPORATION  
COMPANY

A9900000/414

ACCOUNT NO. : 072100000032

REFERENCE : 364372 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 3, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 364372-010

CUSTOMER NO: 4342718

900002978489--0  
-09/03/99--01069--010  
\*\*\*\*\*52.50

CUSTOMER: Ms. Monalee Zarapkar  
Glenn Rasmussen & Fogarty  
Suite 1300  
100 South Ashley Drive  
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: CAMPUS LODGE OF TAMPA, LTD.

EFFECTIVE DATE:

4

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 8 PM 3: 12

3K  
9/6/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 3, 1999

ANGIE GLISAR  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CAMPUS LODGE OF TAMPA, LTD.  
Ref. Number: A99000001414

**RESUBMIT**

Please give original  
submission date as file date. 3/12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 8 PM 3:12

We have received your document for CAMPUS LODGE OF TAMPA, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Before the AMENDED AND RESTATED CERTIFICATE can be filed, the new general partner -- EURO XX, INC. -- will have to complete its incorporation.

ALSO, PLEASE NOTE that the AMENDED AND RESTATED CERTIFICATE may NOT contain an "AFFIDAVIT OF CAPITAL CONTRIBUTIONS."

If you wish to change the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT, you will need to file a SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

Please note that the original AFFIDAVIT listed a total anticipated limited partner contribution amount of \$8,160,000.00. Normally, partnerships do not file SUPPLEMENTAL AFFIDAVITS to lower the anticipated contribution amount. THE SUPPLEMENTAL AFFIDAVIT is only required when the ACTUAL limited partner contribution amount surpasses the previously declared total anticipated amount.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 799A00044102

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP -8 AM 10:37

RECEIVED

ATTORNEYS AT LAW

GLENN RASMUSSEN & FOGARTY

100 South Ashley Drive, Suite 1300  
P.O. Box 3333 Tampa, Florida 33601-3333  
(813) 229-3333 Fax (813) 229-5946

September 2, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -8 PM 3:12

Re: Campus Lodge of Tampa, Ltd. - Amended and Restated Certificate of Limited Partnership

Gentlemen:

Enclosed are the following items pertaining to Campus Lodge of Tampa, Ltd.:

1. The original and one copy of Amended and Restated Certificate of Limited Partnership; and
2. A check payable to you for the following charges:

Filing fee                      \$52.50

Please approve and file the original Amended and Restated Certificate of Limited Partnership and date stamp the copy and return it to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.



Monalee Zarapkar

MZ/ad  
Enclosures

1859-024^C Ltr Fla. Dept. of State re Cert. of Ltd. Ptshp. (Campus Lodge Tampa)  
08/26/99

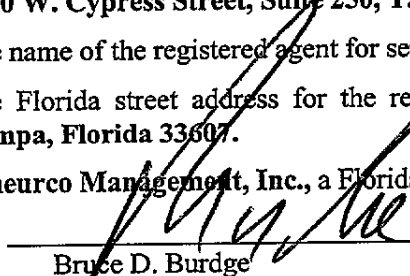
**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, Campus Lodge of Tampa, Ltd., a Florida limited partnership, adopts this duly executed Amended and Restated Certificate of Limited Partnership:

First: The name of the limited partnership is Campus Lodge of Tampa, Ltd.

Second: The original certificate of limited partnership was filed on August 27, 1999.

Third: The limited partnership's Certificate of Limited Partnership is amended and restated to read as follows:

1. The name of the limited partnership is **Campus Lodge of Tampa, Ltd.**
2. The business address of the limited partnership is c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.
3. The name of the registered agent for service of process is Ameerco Management, Inc.
4. The Florida street address for the registered agent is 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.
5. Ameerco Management, Inc., a Florida corporation  
By:   
Bruce D. Burdge  
Executive Vice President  
(Registered Agent's signature accepting designation as Registered Agent for Service of Process.)
6. The mailing address for the limited partnership is c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.
7. The latest date upon which the limited partnership is to be dissolved is December 31, 2039.
8. The name and address of the general partner: Euro XX, Inc. 8990000 79494  
4350 W. Cypress Street, Suite 250  
Tampa, Florida 33607

*Under penalty of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 2nd day of September, 1999.

Signature of successor general partner:

EURO XX, INC., a Florida corporation

By: 

Name: BRUCE D. BURDGE

Title: EXECUTIVE VICE PRESIDENT

Signature of predecessor general partner:

CAMPUS LODGE OF TAMPA, INC., a Florida corporation

By: 

Name: David H. Ford

Title: President