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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

500002546035-1-8
-05/03/98--01061--005
*****52.50 *****52.50

CORPORATION(S) NAME

CP Miami Hospitality, L.P.

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Thanks,
Jeff

BK 6/3/98

CERTIFICATE OF AMENDMENT
TO
APPLICATION OF REGISTRATION
OF
CP MIAMI HOSPITALITY, L.P.

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Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

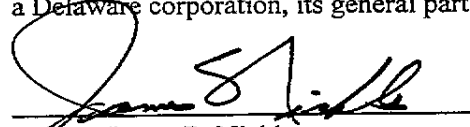
The registration application is amended as follows:

The name and business address of the general partner of the Partnership is changed to CP Miami Hotel Managers, L.P., a Delaware limited partnership, 10777 Westheimer, Suite 1000, Houston, Texas 77042.

GENERAL PARTNER

CP MIAMI HOTEL MANAGERS, L.P.,
a Delaware limited partnership

By: CP Miami Hotel Operating Corporation,
a Delaware corporation, its general partner


Name: James R. Nickles
Title: Vice President

STATE OF TEXAS
COUNTY OF DAWES

On this 14TH day of MAY, 1998, James R. Nickles personally appeared before me,
 who is personally known to me whose identity I proved on the basis of _____


(Notary Public Signature)

Seal

JULIE H. PRICE
(Notary's Printed Name)
My Commission Expires: 1-31-2000

