

CT CORPORATION SYSTEM

F97000001300

May 18, 1998

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7796
Fax 404 888 7795

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002531509--5
-05/21/98--01057--001
*****35.00 *****35.00

RE: HOLIDAY HOSPITALITY CORPORATION
changing name to: BASS HOTELS & RESORTS, INC.
Order # 1242085

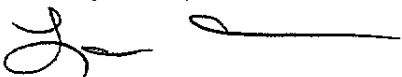
Dear Sir/Madam,

Please file the enclosed forms to amend the certificate of authority for the above corporation in your State upon receipt. Filing fees, along with any required supporting documents, are enclosed.

Please return evidence to my attention by regular mail.

If there are any problems or questions, please call me at 404-888-6488 or 800-241-8922. Thank you for your assistance.

Very truly yours,


Laura Connor
Senior Customer Specialist

FILED
98 MAY 21 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
5/22/98

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
98 MAY 21 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Holiday Hospitality Corporation
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: March 13, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 20, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Bass Hotels & Resorts, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Michael L. Goodson

Signature
Name and Title

Michael L. Goodson
Vice President

May 7, 1998

Date

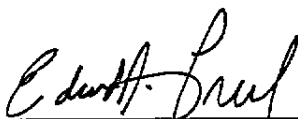
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HOLIDAY HOSPITALITY CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BASS HOTELS & RESORTS, INC.", THE TWENTIETH DAY OF APRIL, A.D. 1998, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2713097 8320

DATE:

9053805

981164316

04-29-98