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THE UNITED STATES CORPORATION SOME AND Y	
ACCOUNT NO. : 07210000032	
REFERENCE : 428077 4800429	
AUTHORIZATION: Patricia Parit	
COST LIMIT : \$ 35.00	
ORDER DATE: October 22, 1999	
ORDER TIME : 10:30 AM	
ORDER NO. : 428077-010	
CUSTOMER NO: 4800429 0000030250906	:-
CUSTOMER: Laurie Saccani, Legal Asst Gibbons Del Deo Dolan One Riverfront Plaza Newark, NJ 07102 TOST OF THE COLUMN AND TOST OF THE COL	
FOREIGN FILINGS	
NAME: JANUS AMERICAN GROUP, INC.	
XX PROFIT XX CORPORATE NON-PROFIT LIMITED PARTNERSHIP	-
XXXX AMENDMENT	-
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	-

Jamela Abaied CONTACT PERSON:

Amend

PROFIT CORPORATION

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

(Pursuant to s. 607.1504, F.S.)

	SECTION I (1-3 must be completed)	
1.	Janus American Group, Inc. Name of corporation as it appears on the records of the Department of State.	
2.	Delaware Incorporated under the laws of 3. April 18, 1997 Date authorized to do business in Florida	
	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? May 24, 1999	
5.	Janus Hotels and Resorts, Inc. Name of corporation after the amendment, adding suffix "corporation", "company", or "incorporated", or appropriate abbreviation, if not contained in new name of corporation.	 -
6.	If the amendment changes the period of duration, indicate new period of duration.	FILED
7.	New Duration If the amendment changes the period of duration, indicate new period of duration. New Duration If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.	2
	New Jurisdiction	
	Signature September 30, 1999 Date	 - -
<u> </u>	James E. Bishop President	
	Typed or printed name Title	

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "JANUS AMERICAN GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "JANUS HOTELS AND RESORTS, INC.", THE TWENTY-FOURTH DAY OF MAY, A.D. 1999, AT 9 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.

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0041559

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: