F98000001052

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 783901 4731641

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

FILED
98 APR 16 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change amend

ORDER DATE : April 16, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 783901-005

CUSTOMER NO: 4731641

CUSTOMER: Ms. Tere Evans
Wyatt Tarrant & Combs
Suite 650
6075 Poplar Avenue
Memphis, TN 38119

500002490815--9

FOREIGN FILINGS

NAME: KEMMONS WILSON ACQUISITION CORP

______ PROFIT
______ NON-PROFIT

XX CORPORATE
______ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

Name Availability	4/17/98
Document Examiner	DON
Updater	DON
Updater Verifier	
Acknowledgement	DON
W.P. Verifyer	DON

RECEIVED
98 APR 16 PM 12:03
DIVISION OF CORPORATION

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.)

FILED
98 APR 16 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. Kemmons Wilson Acquisition Corp.
Name of corporation as it appears on the records of the Department of State.

2. Tennessee
Incorporated under the laws of

3. February 24, 1998
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? March 26, 1998

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

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

N/A
New Duration

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

N/A
New Jurisdiction

R. E. Wallin, V.P.
Signature

4-15-98
Date

R. E. WALLIN
Typed or printed name

Vice President
Title

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/13/1998
REQUEST NUMBER: 98103043

CHARTER/QUALIFICATION DATE: 01/16/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0344216
JURISDICTION: TENNESSEE

TO:
DELPHI COMMUNICATIONS INC
500 CHURCH ST

NASHVILLE, TN 37219

REQUESTED BY:
DELPHI COMMUNICATIONS INC
500 CHURCH ST

NASHVILLE, TN 37219

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"KEMMONS WILSON, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
3436-1377	01/16/1998	CHART-PROFIT									
3479-2421	03/26/1998	AMEND-CHARTER	X								

FOR: REQUEST FOR COPIES

ON DATE: 04/13/98

FEES

RECEIVED: $20.00 $20.00

TOTAL PAYMENT RECEIVED: $40.00

RECEIPT NUMBER: 00002289820
ACCOUNT NUMBER: 00005824

FROM:
DELPHI COMMUNICATIONS INC
500 CHURCH STREET
ST. CLOUD CORNER
NASHVILLE, TN 37219-0000

THE GREAT SEAL OF THE STATE OF TENNESSEE XVI AGRICULTURE COMMERCE 1796

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

CHARTER
OF
KEMMONS WILSON ACQUISITION CORP.

1. Name. The name of the corporation is Kemmons Wilson Acquisition Corp. (the "Corporation").

2. Number of Shares. The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, no par value. Shares may be issued from time to time as authorized by the board of directors without the approval of the Corporation's shareholders. The consideration for the issuance of the shares shall be determined by the board of directors in accordance with the provisions of the Tennessee Business Corporation Act. In the absence of actual fraud in the transaction, the judgment of the board of directors as to the value of such consideration shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the Corporation which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance. The Corporation's common shares shall have unlimited voting rights and are entitled to receive net assets of the Corporation upon dissolution.

3. Registered Office and Registered Agent. The street address and zip code of the Corporation's initial registered office is:

1629 Winchester Road
Memphis, Tennessee 38116-3504
Shelby County

and the name of the Corporation's initial registered agent at that office is:

R.E. Wallin

4. Name and Address of Incorporator. The name and address of each incorporator is:

William S. Solmson
Wyatt, Tarrant & Combs
6075 Poplar Avenue
Memphis, Tennessee 38119-4721

5. Address of Principal Office. The address of the initial principal office of the Corporation is:

1629 Winchester Road
Memphis, Tennessee 38116-3504
Shelby County

6. For Profit. The Corporation is for profit.

7. Initial Board of Directors. The names and addresses of the persons serving as the Corporation's initial board of directors a.e as follows:

Kemmons Wilson
1629 Winchester Road
Memphis, TN 38116

Spence Wilson
1629 Winchester Road
Memphis, TN 38116

Robert A. Wilson
1629 Winchester Road
Memphis, TN 38116

C. Kemmons Wilson, Jr.
1629 Winchester Road
Memphis, TN 38116

8. Indemnification and Waiver. To the fullest extent permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, no present or future director of the Corporation (or his or her estate, heirs and personal representatives) shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of the Corporation. If the Tennessee Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act or such statute, as so amended from time to time. Any repeal or modification of this Paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

9. Expense Reimbursements. With respect to claims or liabilities arising out of service as a director or officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Tennessee Business Corporation Act, does make these Articles of Incorporation, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand as of this 14th day of January, 1998.

William S. Solmson

WILLIAM S. SOLMSON, Incorporator

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ARTICLES OF AMENDMENT TO THE CHARTER

OF

KEMMONS WILSON ACQUISITON CORP.

Pursuant to the provisions of Section 48-20-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby submits the following Articles of Amendment to amend its Charter

1 The name of the corporation is KEMMONS WILSON ACQUISITION CORP

2 The text of the amendment adopted is to change the name of the corporation to KEMMONS WILSON, INC

3 This amendment was duly adopted by unanimous written consent of the Shareholders and Board of Directors of the Corporation on March 18, 1998

DATED this 18th day of March, 1998

KEMMONS WILSON ACQUISITION CORP

By ______________________

Title Ex. V.P.

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