

F99000004772

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June 26, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

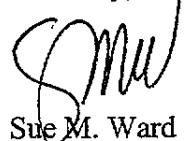
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*****43.75 *****43.75

RE: ZMC Hotels, Inc., f/k/a Zenith Management Company

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Fact and a self-addressed return envelope for a Certified Copy. I have enclosed a check in the amount of \$43.75 (\$35 for filing fee plus \$8.75 for Certified Copy).

If you have any questions, or there are any problems associated with this filing, please call me at (218) 725-6854.

Sincerely,



Sue M. Ward
Paralegal

Enclosures

NC
7-11-01
PMS

FILED
01 JUL -2 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ZENITH HI MANAGEMENT, INC.
Name of corporation as it appears on the records of the Department of State.
2. MINNESOTA 3. 9/14/1999
Incorporated under laws of 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? APRIL 19, 2001

5. ZMC HOTELS, 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.

New Duration

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

New Jurisdiction

Rajja A. Macheledt
Signature

Rajja A. Macheledt
Typed or printed name

6/18/01
Date

Vice Pres & Treas.
Title

FILED
01 JUL -2 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Name Change

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

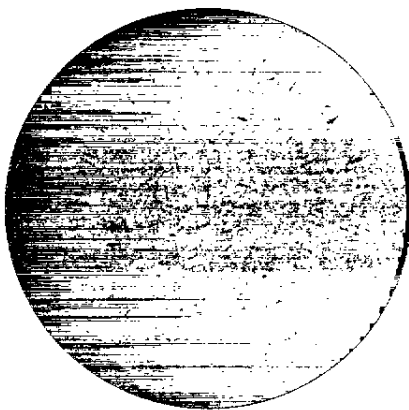
Old Name: Zenith Management Company

New Name: ZMC Hotels, Inc.

State of Incorporation: MN

Date Amendment filed: 04/19/2001

This certificate has been issued on 05/24/01.



Mary Kiffmeyer
Secretary of State.