

Woodward, Pires & Lombardo, P.A.
ATTORNEYS-AT-LAW

G59817

December 17, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Bavarian Corporation**
Charter Number: G59817

900003076359--4
-12/21/99--01048--004
*****35.00 *****35.00

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE E. LADEMAN
PAUL L. KUTCHER****

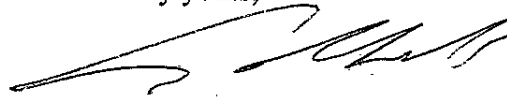
BURT L. SAUNDERS
OF COUNSEL

*Board Certified Real Estate Attorney
**Board Certified City, County and Local Government Attorney
*** Also admitted in Indiana and Georgia
**** Also admitted in Pennsylvania

Dear Sirs:

Enclosed please find two copies of the Articles of Amendment along with a check in the amount of \$35.00 for the filing fee. I would appreciate your returning to me one filed stamped copy of the Articles of Amendment in the enclosed self addressed envelope. Should you have any questions, please contact me.

Sincerely yours,



Craig R. Woodward

FILED
99 DEC 21 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRW/ach
Enclosure
cor/forms/cor002.frm

Amend

V. SHEPARD JAN 6 2000

PLEASE RESPOND TO THE MARCO ISLAND OFFICE

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

ARTICLES OF AMENDMENT

FILED
99 DEC 21 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT HERE KNOWN THAT Bavarian Inn Corporation a duly registered corporation in the State of Florida, being officially registered September 16, 1983 under Charter Number G59817, files this Amendment to its Articles of Incorporation:

1. The name of the Corporation is **Bavarian Inn Corporation**.
2. The Amendment to the Articles hereby changes the maximum number of shares of stock from 7,500 shares of common stock to 10,000 shares of common stock.
3. The Amendment was adopted by unanimous vote of the Shareholders of **Bavarian Inn Corporation** on the 14th day of September, 1999.

Bavarian Inn Corporation

By:

Rudolf Grossmann
Rudolf Grossmann, President

By:

Konrad Mayerhofer
Konrad Mayerhofer, Secretary

(Corporate Seal)

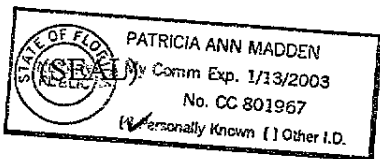
STATE OF FLORIDA
COUNTY OF COLLIER

On this day personally appeared **Konrad Mayerhofer**, Secretary for the above referenced corporation and after being duly sworn by me says that he signed the foregoing for the purposes and considerations therein expressed and in the capacity therein stated.

Signed this 8 day of December, 1999.

Patricia Madden
Notary Public Signature

PATRICIA MADDEN
Notary Printed Name



My Commission Expires:
cor\BIARTICLESOFAMENDMENT