



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 515175 4329325

AUTHORIZATION :

*Patricia Puyat*

COST LIMIT : \$ 87.50

ORDER DATE : September 2, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 515175-005

000002282280--3

CUSTOMER NO: 4329325

CUSTOMER: Ms. Gerry Milligan  
Brant Moore Macdonald & Wells,  
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC AMENDMENT FILING

NAME: RS & RS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

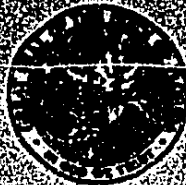
CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*APL*  
*9-9*

FILED  
97 SEP -2 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 SEP -2 AM 11:35  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

97 SEP -9 PM 12:41

DIVISION OF CORPORATION

September 2, 1997

CSC  
CHRISTOPHER SMITH  
TALLAHASSEE, FL

SUBJECT: RS & RS, INC.  
Ref. Number: H85659

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for RS & RS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

**THE DATE OF ADOPTION WAS LEFT BLANK.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00043799

ARTICLES OF AMENDMENT  
RS & RS, INC.

FILED  
97 SEP -2 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006 to reflect an amendment to the Articles of Incorporation of RS & RS, Inc. (the "Corporation"), and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Corporation, and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is RS & RS, Inc.
2. The Articles of Incorporation of RS & RS, Inc., have been amended by deleting Article II in its entirety and by substituting in lieu thereof the following restatement of Article II:

"The sole purpose of the Corporation is to acquire, own, hold, maintain, and operate a hotel located at 2625 State Road 207, Elkton, Florida 32033 (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property and to exercise all powers enumerated in the General Corporation Laws of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein. The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. Notwithstanding anything contained herein to the contrary, the Corporation shall not engage in any business, and it shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Corporation. For so long as any mortgage lien in favor of First Union National Bank, N.A., its successors or assigns (the "First Mortgage"), exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the Corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily



commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles or to the Corporation's bylaws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

3. The Articles of Incorporation of RS & RS, Inc., have been further amended by the addition of the following as Article XVII:

"For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these articles of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

"1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its Parent (as defined below) and any Affiliate (as defined below) and shall allocate fairly and reasonably any overhead for shared office space.

"2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

"3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

"4. It shall observe all corporate formalities.

"5. It shall not commingle assets with those of its parent and any affiliate.

"6. It shall conduct its own business in its own name.

"7. It shall maintain financial statements separate from its parent and any affiliate.

"8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

"9. It shall maintain an arm's length relationship with its parent and any affiliate.

"10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

"11. It shall use stationary, invoices and checks separate from its parent and any affiliate.

"12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

"13. It shall hold itself out as an entity separate from its parent and any affiliate.

"For purposes of this Article XVII, the following terms shall have the following meanings:

"'Affiliate' means any person controlling or controlled by or under common control with the parent, including, without limitation, (i) any person who has a familial relationship, by blood, marriage or otherwise, with any director, officer or employee of the Corporation, its parent, or any affiliate thereof, and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, 'control, when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms 'controlling' and 'controlled' have meanings correlative to the foregoing.

"'Parent' means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"'person' means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

4. The Articles of Incorporation of RS & RS, Inc., have been amended by the addition of the following to Article XIV:

"Notwithstanding the foregoing, any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the

Property (including, without limitation, the First Mortgage), and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

5. In accordance with Florida Statute Section 607.1003, the above-referenced Amendment was adopted by the Board of Directors on August 14, 1997, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

6. Upon the filing of these Articles of Amendment by the Department of State, the above-referenced Amendment shall become effective and the Articles of Incorporation of RS & RS, Inc., shall be deemed to be amended accordingly.

DATED this 14<sup>th</sup> day of August, 1997.

Ramun Patel  
President

Ramun Patel  
Secretary