



THE UNITED STATES
CORPORATION
COMPANY

#91100

FILED
97 AUG 26 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 509077 4311473

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : August 26, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 509077-005

CUSTOMER NO: 4311473

000002277606--0

CUSTOMER: Ms. Louise J. Allen
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: DAYS KISSIMMEE ASSOCIATES, INC

EFFECTIVE DATE:

8/26/97

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: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
97 AUG 26 PM 12:09
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DAYS KISSIMMEE ASSOCIATES, INC.

The Articles of Incorporation of Days Kissimmee Associates Inc., a Florida corporation (the "Corporation") are hereby amended pursuant to the provisions of Section 607.10006 of the Florida Business Corporation Act as follows:

1. Article II is hereby amended by deleting the existing Article II in its entirety and inserting the following in lieu thereof:

"The purpose for which the Corporation is organized is solely to act as general partner of Kissimmee Lodge, Ltd., a Florida limited partnership (the "Limited Partnership"), and to take all actions necessary to fulfill that role."

2. Article X is hereby amended in its entirety to read as follows:

"The Corporation shall indemnify and insure its officers and directors to the fullest extent permitted under the laws of the State of Florida, provided, however, that such obligation to indemnify and insure (a) shall be subordinated to any loan and the provisions of any loan documents for which or under which the Corporation is obligated and (b) shall not constitute a claim against the Corporation or the Limited Partnership in the event that cash flow in excess of amounts necessary to pay holder of any such loan is insufficient to pay such indemnification of insurance obligations."

2. Article XI is hereby added to the Articles of Incorporation, which Article shall provide as follow

"ARTICLE XI

- (1) Effective as of July 16, 1997, the number of directors constituting the Board of Directors of the Corporation shall be four (4).
- (2) One of the directors of the Corporation (the "Independent Director") shall be a person who is not at the time of initial appointment and has not been at any time during the preceding five (5) years:

- (a) a stockholder, director, officer, partner or employee of the Corporation, the Limited Partnership or any affiliate thereof;
- (b) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the Corporation, the Limited Partnership or any affiliate of the Corporation (the persons and entities described in (a) and (b) above are (hereinafter collectively referred to as a "Non-Qualified Person");
- (c) a person or other entity controlling or under common control with any Non-Qualified Person; and
- (d) a member of the immediate family of any Non-Qualified Person."

- (3) In taking any action, the directors shall consider the interests of the creditors of the Corporation and the Limited Partnership.

3. Article XII is hereby added to the Articles of Incorporation, which Article shall provide as follows:

"ARTICLE XII

The unanimous consent of the directors (including the Independent Director) shall be required to take any of the following actions on behalf of the Corporation

(1) amendment of the Corporation's Articles of Incorporation, amendment of the Corporation's by-laws, voting to amend the Limited Partnership's limited partnership agreement or the withdrawal of the Corporation as the general partner of the Limited Partnership;

(2) commencing any case, proceeding or other action on behalf of the Corporation or the Limited Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, or relief of debtors;

(3) initiating proceedings or taking other action to have the Corporation or the Limited Partnership adjudicated as bankrupt or insolvent or result in the entry of an order for relief from any secured debt;

(4) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Limited Partnership;

(5) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Limited Partnership of its debts under any federal or state law relating to bankruptcy;

(6) seeking or consenting to the appointment of a receiver, liquidator, assignor, trustee, sequestrator, custodian or any similar official for the Corporation or any portion of its property or assets or for the Limited Partnership or any portion of its property or assets;

(7) making an assignment for the benefit of creditors of the Corporation or the Limited Partnership;


(8) any action in furtherance of any of the foregoing; and

(9) engaging in any business activity with affiliates on other than an arms length basis.

The undersigned hereby certifies that the foregoing Articles of Amendment to the Articles of Incorporation of the Corporation were duly adopted and approved by the Board of Directors of the Corporation, and approved by the shareholders of the Corporation by a unanimous written consent, dated July 16, 1997.

DAYS KISSIMMEE ASSOCIATES, INC.

By:


Brett G. Tollman
President