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August 7, 2002

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rebecca's Inns of America, Inc. - Amendment

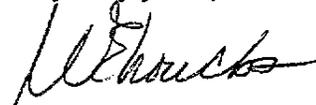
Gentlemen:

Enclosed for filing is original and one copy of Articles of Amendment to Articles of Incorporation. Also enclosed is our firm check in the amount of \$43.75 in payment of the filing fee and one certified copy.

Please provide the certified copy of the Articles at your earliest convenience.

Thank you.

Very truly yours,


William E. Loucks

WEL/gr
Enclosures

02 AUG 12 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c

202

T BROWN AUG 19 2002

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
REBECCA'S INNS OF AMERICA, INC.

FILED
02 AUG 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The text of each amended Article is:

"Article 1

The name of this corporation is:
PRINCE--MORGAN RESORTS, INC."

2. The above stated amendment was adopted by the shareholders and directors of this corporation on the 31st day of July, 2002.

3. All of the holders of the common stock issued by the corporation (the sole voting group), together with the entire Board of Directors voted to amend the Articles as herein provided. The number of votes cast by such voting group was sufficient for approval by said group.

Dated this 6 day of August, 2002.

REBECCA'S INNS OF AMERICA, INC.

By Todd Morgan
Todd Morgan, Vice President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 6th day of August, 2002, by Todd Morgan, Vice President of Rebecca's Inns of America, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.



Gay E. Rickmyre
MY COMMISSION # CC842469 EXPIRES
July 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Gay E. Rickmyre
Notary Public, State of Florida