

K33619



ACCOUNT NO. : 072100000032

REFERENCE : 105025 4329479

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 43.75

ORDER DATE : January 20, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 105025-005

800002747938--7

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: FORTUNE HOTELS, 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: Deborah Schroder

EXAMINER'S INITIALS:

see 1/20

FILED
99 JAN 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 20 AM 10:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

99 JAN 20 PM 3:51

DIVISION OF CORPORATION

January 20, 1999

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: FORTUNE HOTELS, INC.
Ref. Number: K33619

RESUBMIT

Please give original
submission date as file date.

We have received your document for FORTUNE HOTELS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document number for this corporation is K33619. Please correct your document accordingly.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 699A00002610

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FORTUNE HOTELS, INC.**

FILED
99 JAN 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of FORTUNE HOTELS, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida effective on September 20, 1988, under Charter No. K33619.

1. The members of the Board of Directors of the Corporation have recommended the following proposed change to the Articles of Incorporation to the shareholders of the Corporation, and the shareholders of the Corporation have unanimously voted to change the Corporation's Articles of Incorporation.

Therefore, Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

"ARTICLE IV

CAPITAL STOCK

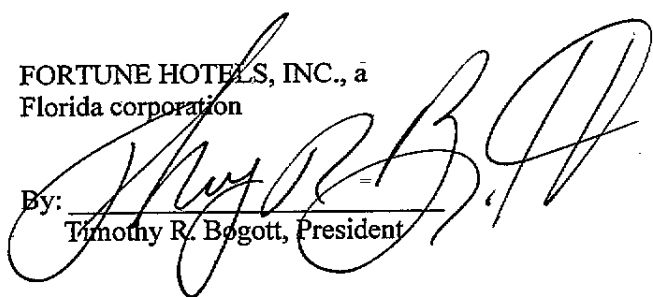
The total number of shares of capital stock which the Corporation has the authority to issue is 101,000,000 shares, which shall consist of 100,000,000 shares of voting Common Stock, \$.0001 par value per share ("Voting Common Stock") and 1,000,000 shares of non-voting Common Stock, \$.0001 par value per share ("Non-Voting Common Stock"). Holders of Non-Voting Common Stock shall have no voting rights; otherwise, the Non-Voting Common Stock shall be identical in all respects to the Voting Common Stock including, without limitation, as to the payment of dividends and distribution of proceeds in connection with the liquidation of the Corporation."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all the members of the Board of Directors and all the shareholders of the Corporation on the 12 day of January, 1999, and the number of votes cast for this amendment was sufficient for approval.

DATED this 12 day of January, 1999.

FORTUNE HOTELS, INC., a
Florida corporation

By: 

Timothy R. Bogott, President

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of JANUARY, 1999, by Timothy R. Bogott, as President of FORTUNE HOTELS, INC., a Florida corporation, on behalf of the corporation. He is ~~personally known to me or~~ has produced FLORIDA DRIVER LICENSE as identification.

(NOTARY SEAL)

Lou E. Thomas
(Notary Signature)

LOUISE E. THOMAS

(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____

