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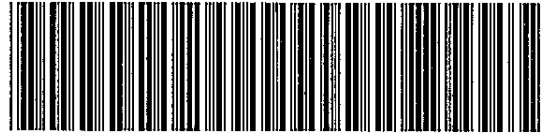
(Business Entity Name)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 296425 9196A
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 55.00

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ORDER DATE : October 27, 2003
ORDER TIME : 2:43 PM
ORDER NO. : 296425-005
CUSTOMER NO: 9196A
CUSTOMER: Ms. Clare Phillips
Katherine A. Christy, P.a.
Suite 130
300 International Parkway
Heathrow, FL 32746

DOMESTIC AMENDMENT FILING

NAME: FCLC HOTELS (2003), LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FCLC HOTELS (2003), LLC
a Florida limited liability company**

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TALLAHASSEE, FLORIDA

- FIRST:** The name of the Limited Liability Company is: FCLC HOTELS (2003), LLC.
- SECOND:** The date of filing of the articles of organization was October 10, 2002.
- THIRD:** The effective date of these Articles of Amendment to Articles of Organization of FCLC Hotels (2003), LLC is October 10, 2002.
- FOURTH:** The following amendment to the articles of organization was adopted by the limited liability company.

ARTICLE IV, Management, shall be amended in its entirety to read as follows:

ARTICLE IV - Management

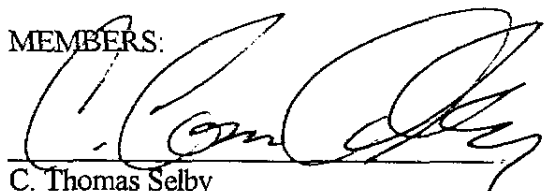
The Limited Liability Company is to be managed by a Board of Directors consisting of directors who are elected by the Members. The number of directors of this Company may be increased or decreased from time to time pursuant to the Regulations adopted by the Members. The names and addresses of the initial directors are as follows:

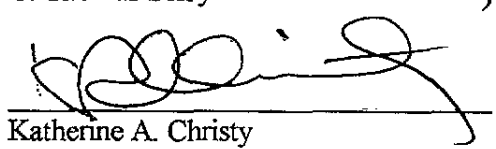
C. Thomas Selby
300 International Parkway
Suite 130
Heathrow, FL 32746

Katherine A. Christy
300 International Parkway
Suite 130
Heathrow, FL 32746

IN WITNESS WHEREOF, we have signed these Articles of Amendment to Articles of Organization and acknowledged them to be our act this 24th day of October, 2003.

MEMBERS:


C. Thomas Selby


Katherine A. Christy