

L41089

11/09/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PREMIERE HOTEL - MOTEL, INC.
AUDIT NUMBER.....H98000020899
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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TALLAHASSEE, FLORIDA

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11/09/98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

PREMIERE HOTEL - MOTEL, INC.
7680 REPUBLIC DR
STE 110
ORLANDO, FL 32819US

SUBJECT: PREMIERE HOTEL - MOTEL, INC.
REF: L41089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

① The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

② The date of adoption of each amendment must be included in the document.

③ The current name of the entity is as referenced above. Please correct your document accordingly.

On the last page of your document the corporation name is incorrect. It has the name being PREMIERE HOTEL-MOTEL TWO, INC. }

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000020899
Letter Number: 598A00054624

11/09/98.

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PREMIERE HOTEL - MOTEL, INC.

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11/09/98

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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PREMIERE HOTEL - MOTEL, INC.
AUDIT NUMBER.....H98000020899
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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98 NOV 10 AM 7:57
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

PREMIERE HOTEL - MOTEL, INC.
7680 REPUBLIC DR
STE 110
ORLANDO, FL 32819US

SUBJECT: PREMIERE HOTEL - MOTEL, INC.
REF: L41089

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000020899
Letter Number: 398A00054499

(3)

AMENDMENT TO ARTICLES OF INCORPORATION OF
PREMIERE HOTEL-MOTEL, INC. (the "Corporation")

ARTICLE I

The name of this corporation is PREMIERE HOTEL-MOTEL, INC.
The principal address of the corporation is 9020 Easterling Drive,
Orlando, Florida 32819.

ARTICLE II - PURPOSE

The nature of the business and of the purposes to be conducted
and promoted by the Corporation, is to engage solely in the
following activities:

1. To acquire, own and hold certain real properties together
with all improvements located thereon, in the City of Coral
Springs, County of Broward, State of Florida; City of Cape Coral,
County of Lee, State of Florida.

2. To own, hold, sell, assign, transfer, operate, lease,
mortgage, pledge and otherwise deal with the properties.

3. To transact any and all lawful business for which a
corporation may be incorporated under the General Corporation Law
of the State of Florida that is incident and necessary or
appropriate to the foregoing.

ARTICLE III - ACTIONS REQUIRING UNANIMOUS VOTE

1. Notwithstanding any other provision of the Articles of
Incorporation and any provision of law that otherwise so empowers
the Corporation, until such time as all obligations evidenced by a
certain Mortgage and Security Agreement (the "Mortgage") entered
into by the Corporation in favor of First Union National Bank (the
"Lender") has been discharged, the Corporation shall not, without
the unanimous affirmative vote of the members of its Board of
Directors, do any of the following without the prior written
consent of Lender:

a) amend, alter, change, or repeal any provision of this
Articles of Incorporation or Bylaws or cause any provision of the
Articles of Incorporation or Bylaws (or any successor provisions
thereto, however designated) to be amended, altered, changed, or
repealed; provided, however, that so long as the Mortgage shall be
in effect the Corporation shall not amend, alter, change or repeal
any provision of this Articles of Incorporation or Bylaws under any
circumstances without the prior written consent of Lender;

This Instrument Prepared by:
Keith D. Diamond, Esq.
Florida Bar No. 708615
46 S.W. First Street, #400
Miami, Florida 33130
(305) 358-0034

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b) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, or cause the Corporation to dissolve, wind up or liquidate, in whole or in part or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, so long as the Mortgage shall be in effect;

c) engage in any business or activity other than as set forth in this Articles of Incorporation or Bylaws, or cause the Corporation to engage in any business or activity other than as set forth in the Articles of Incorporation or Bylaws (or any successor provision thereto, however designated);

d) sell, transfer, exchange, convey, encumber or otherwise dispose of any or all of the Corporation's right, title or interest in the Property;

e) file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order to relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101, et seq.) (the "Bankruptcy Code"), or file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all of any substantial part of the properties and assets of the Corporation or make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of such action; or

f) cause the Corporation to file a voluntary petition or otherwise initiate or consent to proceedings to be adjudicated insolvent or seeking an order for relief as a debtor under the bankruptcy Code, or cause the Corporation to file or consent to the filing of any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, statute or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or cause the Corporation to seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the corporation or of all of any substantial part of the properties and assets of the Corporation, or cause the corporation to make or consent to any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become

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due, or declare or effect a moratorium on its debt or take any new membership action in furtherance of any such action.

ARTICLE IV - SEPARATENESS

1. The Corporation shall (i) observe all corporate formalities, including the maintenance of current minute books, (ii) maintain its own separate and distinct books of account and corporate records, (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities, (iv) pay all its liabilities out of its own funds, (v) in all dealings with the public, identify itself, and conduct its own business, under its own name and as separate and distinct entity, (vi) independently make decisions with respect to its business and daily operations, (vii) maintain an arm's length relationship with its affiliates, (viii) pay the salaries of its own employees, (ix) allocate fairly and reasonably any overhead for shared office space, (x) use separate stationery, invoices and checks, (xi) at all times remain solvent, (xii) file its own tax return and (xiii) maintain adequate capital sufficient to carry out these enumerated covenants.

ARTICLE V - PROHIBITED ACTIONS

1. a) The Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person, (ii) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person, (iii) acquire obligations or securities of, or make loan or advances to, any affiliate.

b) So long as the Mortgage shall be in effect, the Corporation shall not take any action to withdraw as a member of the Corporation.

c) The Corporation shall not amend, alter, change or repeal any provision contained in this Articles of Incorporation or Bylaws, or add or insert any other provisions herein without the prior written consent of Lender except in accordance with the terms and provisions of the Mortgage. All rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Articles of Incorporation or Bylaws in its present form or as amended are granted subject to the rights reserved in this paragraph.

ARTICLE VI - INDEMNIFICATION

1. Any indemnification that the Corporation extends to its directors and officers shall (i) be fully subordinate to any and all obligations imposed by the Mortgage and (ii) not constitute a claim against the Corporation so long as the Mortgage shall be in

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effect.

ARTICLE VII

This corporation shall have one (1) director. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this corporation and of the corporation are:

Issa Ladha	7680 Republic Drive, #110 Orlando, Florida 32819
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The officers of the corporation are as follows:

Issa Ladha	President, Vice-President, Secretary, Treasurer
------------	--

This restatement was adopted by the board of directors on October 1, 1998 and does not contain any amendment requiring shareholder approval.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Reinstated Articles of Incorporation this 16th day of December, 1998.

PREMIERE HOTEL-MOTEL, INC.

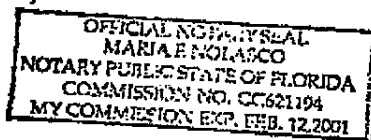
By: *[Signature]*
Issa F. Ladha
President and Director

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

16 The foregoing instrument was acknowledged before me on this day of December, 1998, by Issa F. Ladha as President and Director of Premiere Hotel-Motel, Inc., who is personally known to me.

[Signature]
NOTARY PUBLIC, State of Florida
At Large
Print Name: MARIA E. NOLASCO

My Commission Expires:



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