



THE UNITED STATES
CORPORATION
COMPANY

L97000000892

ACCOUNT NO. : 072100000032

REFERENCE : 573670 6099A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 22, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 573670-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
Moyle Flanigan Katz Fitzgerald
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

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DIVISION OF CORPORATIONS
97 OCT 22 PM 3:32

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-10/27/97-01068-007
*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: FLORIDA HOTEL MANAGEMENT, L.C.

EFFECTIVE DATE: AUGUST 14, 1997

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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R. AGENT FEE \$2.52
C. COPY
TOTAL \$2.52
N. BANK
BALANCE DUE
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1997

JEANINE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original

SUBJECT: FLORIDA HOTEL MANAGEMENT, L.C. submission date as file date
Ref. Number: L9700000892

We have received your document for FLORIDA HOTEL MANAGEMENT, L.C. and check(s) totaling \$52.50. However, your check(s) and document are being returned for the following:

Please list a STREET ADDRESS for each MANAGING MEMBER. If all the MEMBERS have the same STREET ADDRESS, you could just say that "THE ADDRESS FOR EACH OF THE MEMBERS IS _____."

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 397A00051622

91 OCT 23 PM 1:38
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**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
FLORIDA HOTEL MANAGEMENT, L.C.**

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This Certificate of Amendment to the Articles of Organization of Florida Hotel Management, L.C. ("Certificate") is filed by Florida Hotel Management, L.C., a Florida limited liability company ("Company"), which Company's Articles of Organization were filed with the Secretary of State of Florida on August 14, 1997.

The Articles of Organization of the Company are hereby amended as follows:

1. Article V is amended to provide in its entirety as follows:

The management of the Company shall be vested in the Members of the Company. Action may be taken by the Company only with the unanimous consent of the Members.

The address for each of the members is 60 South Ivanhoe Boulevard, Orlando, Florida 32804.

2. Article VI is amended to provide in its entirety as follows:

Additional members may be admitted to the Company only upon the unanimous written consent of all Members.

3. Article VII is amended to provide in its entirety as follows:

The business of the Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

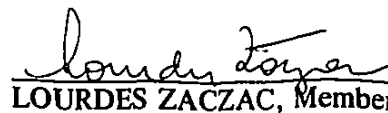
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4. Article VIII is amended to provide in its entirety as follows:

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Members, which regulations shall be adopted, repealed and altered only with the unanimous consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company, have hereunto subscribed their names this 9th day of October, 1997.


GEORGI ZACZAC, Member


LOURDES ZACZAC, Member


C. ANDERSON WILLIAMS, Member


GEORGI ZACZAC, JR., Member


ELIZABETH ZACZAC, Member