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Please give comment submission date as he date.

ACCOUNT NO.

: 072100000032

REFERENCE

: 487030

7252960

AUTHORIZATION

ORDER DATE : November 28, 2001

ORDER TIME : 3:58 PM

ORDER NO. : 487030-010

CUSTOMER NO: 7252960

CUSTOMER: Linda Larrea, Esq

Linda Larrea, P.A.

Suite 111

2300 Coral Way Miami, FL 33145 000004697380--6

DOMESTIC AMENDMENT FILING

NAME: CARDEL-MIBP HOTEL, L.C.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLĀIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 1116

EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF CARDEL-MIBP HOTEL, L.C.

(A Florida Limited Liability Company)

First: The date of filing of the articles of organization was <u>May</u> 28,1998.

Second: The following amendment to the Articles of Organization was adopted by the limited liability company:

Item 7 of the Articles of organization is hereby amended to reflect that the following is currently the managing member of the limited liability company:

- CARDEL HOTELS, L.C., a Florida limited liability company, 3255 NW 87TH Avenue, Miami, Florida 33172.

Dated: November <u>13</u>, 2001

ORIGINAL MANAGING MEMBERS:

PAN AMERICAN LAND, INC. a Florida corporation

Carlos Lopez-Cantera, President

CARWOOD, L.C., a Florida limited liability company

By: Carlos J. Rodriguez, Inc., Co-Managing Member of Carwood, L.C.

By: Carlos J. Rodriguez, President

NEW MANAGING MEMBER:

CARDEL HOTELS, L.C., a Florida limited liability company

By: Cardel Group, Inc., sole managing member of Cardel Hotels, L.C.

By:

Carlos J. Rodriguez, President

OI NOV 28 PM 2: 00