

L98000001427



ACCOUNT NO. : 072100000032

REFERENCE : 956969 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 10, 1998

ORDER TIME : 1:54 PM

ORDER NO. : 956969-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
Breier And Seif, P.a.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

CM

L98-1427

FILED
98 SEP 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ROYAL PALM HOSPITALITY, L.L.C.

EFFECTIVE DATE:

300002636613--5
-09/11/98--01001--013
****105.00 ****105.00

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:

RECEIVED
98 SEP 10 PM 3:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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EVAN D. SEIF
ALISON P. HERMAN
ADAM J. SILVERMAN

Of Counsel
DARYL B. CRAMER

September 9, 1998

Secretary of State of Florida
Division of Corporations
Tallahassee, Florida

Re: First Amendment to the Articles of Organization for
Royal Palm Hospitality, L.L.C.

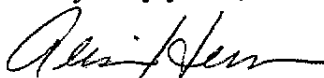
Gentlemen:

Enclosed herewith is the proposed First Amendment to the Articles of Organization for Royal Palm Hospitality, L.L.C. together with a check in the amount of \$105.00 in payment of the requisite fee.

Upon approval, kindly return a certified copy of the First Amendment to the Articles of Organization, a copy of which is enclosed for said purpose.

You are authorized to release the certificate to CSC, Inc. If you have any questions about this, give me a call.

Very truly yours,


Alison P. Herman

APH:dmu

Enclosure

K:\CLIENTS.P\R\ROYAL-PA\CORRESP.98\SEC-STAT.LTR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION
OF
ROYAL PALM HOSPITALITY, L.L.C.

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida limited liability company adopts the following First Amendment to its Articles of Organization, filed in the office of the Secretary of State of Florida on August 12, 1998:

FIRST: Article X shall be amended to reflect the correct list of original Members of the Company pursuant to Section 608.411(2)(b), Florida Statutes:

ARTICLE X - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of ROYAL PALM HOSPITALITY, L.L.C. certifies:

1. That ROYAL PALM HOSPITALITY, L.L.C. has at least one Member;
2. The amount of cash contributed by the Members is as follows:

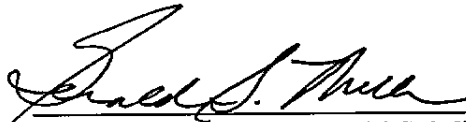
<u>Members</u>	<u>Amounts</u>
Aaron and Martha S. Schecter Family Ltd.	\$ 262,500
Robert D. Rapaport	262,500
Gerald S. Miller	105,000
Philip Goldfarb	<u>70,000</u>
Total	<u>\$ 700,000</u>

3. It is anticipated at this time that no other property shall be contributed to ROYAL PALM HOSPITALITY, L.L.C. by the Members.

SECOND: This First Amendment was adopted by the unanimous written consent of all of the Members on the 9th day of September, 1998.

THIRD: This First Amendment was adopted by the unanimous written consent of all of the Members. The number of votes cast for the Amendment were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit on the 9th day of September, 1998.


Member/Manager – Gerald S. Miller

(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit (Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are true.)

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Before me personally appeared GERALD S. MILLER, Member/Manager of ROYAL PALM HOSPITALITY, L.L.C., (X) personally known or () who produced _____ as identification and known to be the person who executed the foregoing as such Member/Manager and he acknowledged that he executed the same for the purpose therein expressed and the statements herein contained are true.

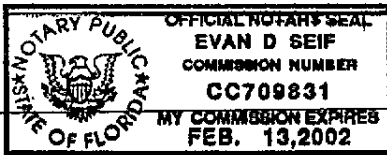
WITNESS my hand and official seal in the County and State last aforesaid this 9th day

of September, 1998.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

Printed Name Of Notary: EVAN D. SEIF



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CLERK OF COURT
TALLAHASSEE, FLORIDA