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LIMITED LIABILITY AMENDMENT

NATIONAL HOTEL GROUP, LLC

L99-7645

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$60.00

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Law Offices

**HOLLAND & KNIGHT LLP**

200 South Orange Avenue, Suite 2600

P.O. Box 1526 (ZIP 32802-1526)

Orlando, Florida 32801

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**AGREEMENT REGARDING MEMBERSHIP INTEREST**

THIS AGREEMENT REGARDING MEMBERSHIP INTEREST is made and entered into as of this 17 day of August, 2000, by and between CASTLE MANAGEMENT HOLDING, INC., a Florida corporation ("Castle") and ORLANDO HOSPITALITY GROUP, INC., a Florida corporation ("Group"), as follows:

**WITNESSETH:**

WHEREAS, on November 10, 1999 Article of Organization of NATIONAL HOTEL GROUP, LLC, a Florida limited liability company (the "Company") were filed with the Florida Secretary of State, with Prakesh Patel ("Prakesh") as the managing member; and

WHEREAS, in January, 2000, the Company, Prakesh and Castle made and entered into that certain Members' Agreement ("Original Agreement"), wherein Prakesh and Castle were designated as the initial members of the Company, with Prakesh as the managing member; and

WHEREAS, by Addendum to Members Agreement dated January 26, 2000 ("January 26 Addendum"), Prakesh assigned his interest in the Company, and his position as managing member, to Kiran Patel ("Kiran"); and

WHEREAS, Kiran subsequently transferred to Castle a portion of his interest in the Company, and his position as managing member, and Castle currently owns a fifty percent (50%) interest in the Company and is the managing member of the Company; and

WHEREAS, Kiran subsequently transferred to Kemal Bay Atli ("Atli") Kiran's entire remaining fifty percent (50%) interest in the Company; and

WHEREAS, Atli subsequently transferred to Group Atli's entire fifty percent (50%) interest in the Company; and

WHEREAS, Prakesh, Kiran, Atli, Castle and Group desire to memorialize and document the current status of the Company and their respective interests in any, therein.

**TERMS**

NOW, THEREFORE, for and in consideration \$10.00, the mutual covenants and undertakings of the parties herein set forth, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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1. **Recitals.** The foregoing is true and correct and incorporated herein by this reference. Capitalized terms used herein which are not otherwise defined shall have the same meanings as are ascribed to them in the Original Agreement.

2. **Status of Company.** The parties hereto acknowledge and agree that (i) Castle owns a fifty percent (50%) interest in the Company; and (ii) Group owns a fifty percent (50%) interest in the company. Neither Prakesh, Kiran nor Atli own any interest in the Company. The managing member of the Company shall be Group.

3. **Headings. General and "Person"** All paragraph headings contained in this Agreement are for convenience of reference only, do not form a part of this Agreement and shall not affect in any way the meaning or interpretation of this Agreement. Words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine, or neuter, as the context requires. Any reference to a "Person" herein shall include an individual, firm, corporation, partnership, trust, governmental authority or body association, unincorporated organization or any other entity.

4. **Governing Law.** This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

5. **Counterparts.** This Agreement may be executed simultaneously in several counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

6. **Entire Agreement.** This Agreement constitutes the entire agreement and understanding of the parties with respect to the matters contained herein and, to the extent same are different from the terms of the Original Agreement, supersedes any and all prior agreements regarding the Interests, whether written or oral.

IN WITNESS WHEREOF, the parties hereto have hereunto placed their hands and seals, on the day and year first above written.

COMPANY:

NATIONAL HOTEL GROUP,  
a Florida limited liability company

By: \_\_\_\_\_  
Its \_\_\_\_\_

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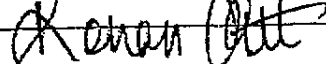
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MEMBERS:


CASTLE MANAGEMENT HOLDING, INC.,  
a Florida corporation


By:   
Bulent Basaran

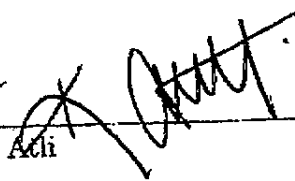
ORLANDO HOSPITALITY GROUP, INC., a  
Florida corporation

By:  ATL  
Name: 

JOINED IN AND CONSENTED TO BY:

  
Prakesh Patel

  
Kiran Patel

  
Kemal Acli

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