

M04000004026

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

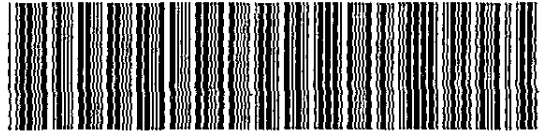
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Certified Copies _____ Certificates of Status _____

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SEC. OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prime Hospitality L.L.C.
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Lee
(Name of Person)

Lydecker & Wadsworth, L.L.C.
(Firm/Company)

1201 Brickell Avenue Suite 200
(Address)

Miami, Florida 33131
(City/State and Zip Code)

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05 OCT 18 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Deborah Lee at (305) 416-3180
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

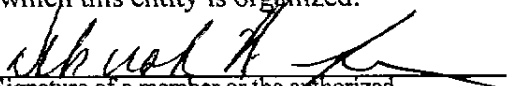
1. Name of limited liability company as it appears on the records of the Florida Department of State: Prime Hospitality L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 9/28/04

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 10/11/05
5. New name of the limited liability company: WIH Hotels L.L.C.
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Deborah Lee

Typed or printed name of signee

Filing Fee: \$25.00

SECTION II
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STATE
W/1/05
FLORIDA

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Delaware

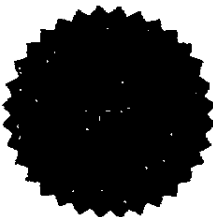
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRIME HOSPITALITY L.L.C.", CHANGING ITS NAME FROM "PRIME HOSPITALITY L.L.C." TO "WIH HOTELS L.L.C.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2005, AT 1:53 O'CLOCK P.M.

05 OCT 18 AM 10:58
SECRETARY OF STATE
TALLahassee FLORIDA

FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4221676

3840870 8100

050833932

DATE: 10-12-05

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
PRIME HOSPITALITY L.L.C.

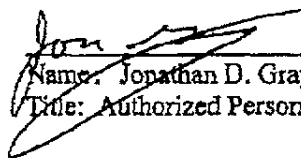
The undersigned, desiring to amend the Amended and Restated Certificate of Formation of Prime Hospitality L.L.C. pursuant to the provisions of Section 18-202 of the Limited Liability Company Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the limited liability company is Prime Hospitality L.L.C.

SECOND: Article 1 of the Amended and Restated Certificate of Formation shall be amended entirely to read as follows: The name of the limited liability company continued hereby is WIH Hotels L.L.C. (the "Company").

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Amended and Restated Certificate of Formation on this 11th day of October, 2005.

By:


Name: Jonathan D. Gray
Title: Authorized Person

SECRETARY OF STATE
DEPARTMENT OF STATE
TALLahassee, FLORIDA

05 OCT 18 AM 10:58

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