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VIA AIRBORNE

March 5, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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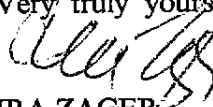
RE: REINSTATEMENT AND NAME CHANGE FOR
THE INN ON THE BAY, INC.

Gentlemen:

Enclosed please find original and copy of Articles of Amendment to the Articles of Incorporation and executed Application for Reinstatement for the captioned Corporation. Also enclosed is a check payable to the Department of State in the amount of \$2,292.50 representing the cost to reinstate the captioned corporation and another check payable to the Department of State in the amount of \$43.75 representing the filing fee to amend the Articles of Incorporation to change its name to Thelma's Inn on the Bay, Inc. and the cost of a certified copy of the Articles of Amendment.

Please return to the undersigned a certificate of status for the captioned Corporation together with a certified copy of the Articles of Amendment.

If you have any questions regarding the foregoing, please feel free to contact me.

Very truly yours,

IRA ZAGER

IZ/mw

cc: Mr. Charles G. Gretnier and
Ms. Thelma S. Gretnier
c/o Best Western on the Bay Inn
1819 79th St. Causeway
North Bay Village, FL. 33141

FILED
01 MAR -6 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF

THE INN ON THE BAY, INC.


FILED
01 MAR -6 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole Director and Stockholder of **The Inn On The Bay, Inc.**, a Florida corporation ("Corporation"), hereby manifests her intention that the Articles of Incorporation of the Corporation be amended as follows:

Article I is amended by changing the corporate name to the following corporate name:

Thelma's Inn On The Bay, Inc.

THE UNDERSIGNED certifies that this Amendment does not reduce the capital of the Corporation.


Thelma S. Grentner, Sole Stockholder,
Director and President

The foregoing Amendment shall be effective upon filing with the Department of State.

Dated as of the 1st day of February, 2001.