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June 9, 1998

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Secretary of State  
Divisions of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Filing of Amendment to Change Articles of Incorporation

Dear Sirs:

Please accept the enclosed original and one copy of a Certificate of Amendment to the Articles of Incorporation for filing. Enclosed also is our check in the amount of \$116.25 to cover the cost of filing fee for the Certificate of Amendment, fee for a Certificate of Good Standing and fee for certified copies of all documentation on the South Royal Corporation.

Please return this RUSH to my office. An additional amount of \$20 is included for that service.

Thank you for your help in this matter.

Very truly yours,

ROBERT C. ADAMSKI

RCA/tb

Enclosure

advised  
not in  
good standing

Amend  
6/16/98  
SP

Returned  
check for \$116.25

RECEIVED  
JUN 12 8:29 AM '98  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 12 PM 3:02

**CERTIFICATE OF AMENDMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH ROYAL CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 12 PM 3: 02

The undersigned does hereby certify:

The corporation's name is SOUTH ROYAL CORPORATION.

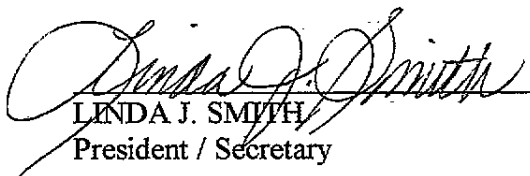
The Articles of Incorporation of SOUTH ROYAL CORPORATION, pursuant to Florida Statutes, are amended as set forth in Exhibit A attached hereto and incorporated herein.

The Amendments were approved by the shareholders of the corporation holding all outstanding common shares of the corporation, that being the only voting group entitled to vote on this amendment, and all outstanding shares were voted therefore, that number being sufficient for approval by that voting group.

The directors of the corporation by unanimous vote have approved the amendments to the Articles of the Corporation.

A copy of the Resolution of approval is attached hereto and incorporated herein.

I certify that the foregoing is true and correct and that the copy of the approvals attached are true and correct copies of the original documents.

  
LINDA J. SMITH  
President / Secretary

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 07 day of June, 1998, by LINDA J. SMITH, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

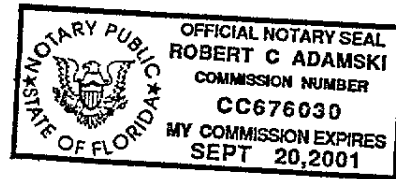


Notary Public

Robert C Adamski

My commission expires:

This instrument prepared by:  
ROBERT C. ADAMSKI, ESQUIRE  
1714 Cape Coral Parkway  
Cape Coral, Florida 33904  
(941) 542-4733



**RESOLUTION AMENDING  
THE ARTICLES OF INCORPORATION OF  
SOUTH ROYAL CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 12 PM 3:02

LINDA J. SMITH, sole director and owner of all outstanding stock of the SOUTH ROYAL CORPORATION does hereby adopt the following resolution:

BE IT RESOLVED, that the Articles of Incorporation of SOUTH ROYAL CORPORATION be amended as is set forth in Exhibit "A" attached hereto and incorporated herein; said Amendment to the Articles of Incorporation being effective upon filing with the Secretary of State of the State of Florida.

All required notice has been complied with or is waived by the undersigned.

IN WITNESS WHEREOF, the above named Director and Shareholder adopts this resolution  
on June 4, 1998.

  
LINDA SMITH  
Sole Director  
Sole Shareholder

**Exhibit A.**

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
of  
SOUTH ROYAL CORPORATION**

- FIRST:** The name of said corporation shall be: **SOUTH ROYAL CORPORATION**
- SECOND:** The place in Florida where its principal office is to be located is in the County of Lee, at 1538 Cape Coral Parkway, Cape Coral, Florida 33904.
- THIRD:** The purpose for which the corporation is formed is for a single purpose and that purpose is to own, operate, manage, encumber, mortgage and sell the real property improved by a motel located at 1538 Cape Coral Parkway, Cape Coral, Florida 33904, and commonly known as the Quality Inn, and to perform all acts consistent with said purpose. Except for the purpose set forth herein, the corporation shall not be authorized to perform any other purpose or engage in any other business.
- FOURTH:** The maximum number of shares of all classes which the corporation is authorized to have outstanding is One Thousand (1,000), all of which shall have a par value of One Dollar (\$1.00).
- FIFTH:** The amount of stated capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).
- SIXTH:** The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is lawfully permitted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the board of directors shall deem expedient.
- SEVENTH:** Every statute of the State of Florida hereafter enacted, whereby the rights or privileges of shareholders of a Corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be

binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

**EIGHTH:** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the corporation shall be void or voidable in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect of any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary, by clear and convincing evidence.

**NINTH:** The corporation, through its board of directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

**TENTH:** Notwithstanding any provision of any statute of the State of Florida, now or hereafter in force, requiring for any purpose the vote of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, any action, unless otherwise expressly required by statute, may be taken by the vote of the holders of the shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

**ELEVENTH:** No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or Officer of the Corporation in good faith, if such person (i) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by Officers or employees of the Corporation which he has reasonable grounds to believe or upon a financial statement of the Corporation prepared by an Officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants, or (iii) in good faith considered the assets to be of their book value or followed what he believed to be sound accounting and business practices.

In case any claim, action, suit or proceedings shall be made or brought against any present or future Director or Officer of the Corporation, or any person who may now be serving or in the future may serve at its request as a Director or Officer of another Corporation in which it owns shares, his heirs, executors or administrators, on account of action taken or omitted to be taken by such Directors or Officer of the Corporation or of such other Corporation, the Corporation shall indemnify such present or future Director or Officer, his heirs, executors and administrators, against all or any portion of any expenses actually and necessarily incurred by him in connection with the defense of any such claim, action, suit or proceedings (whether or not he continues to be a Director or Officer at the time of incurring such expenses), such expenses to include any amount paid upon any judgment and the amount of any reasonable settlement made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any such Director or Officer with respect to any matter as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, nor in respect to any matter on which any settlement or compromise shall be effected, if the total expense, including the amount paid upon such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion.

The provisions of this paragraph shall be in addition to and not in limitation of any other rights, indemnities or limitations of liability to which any Director or Officer may be entitled as a matter of law. Notwithstanding any repeal of this paragraph or other amendment thereof, the foregoing indemnification shall be binding upon the Corporation (subject only to the exceptions herein above set forth) as to all claims, actions, suits or proceedings, and expenses connected therewith and settlements thereof, as above provided, arising out of matters which occur during, or are referable to, the period to any such repeal or amendment.

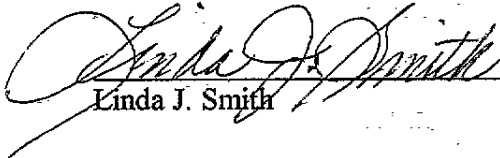
**TWELFTH:** These Amended Articles of Incorporation supersede the Articles of Incorporation

previously filed by the corporation on February 5, 1988, and any other Amendments previously filed herein.

**SIGNATURES ARE ON THE FOLLOWING PAGE.**



IN WITNESS WHEREOF, the undersigned, being the President, sole Director, Chairman of the Board of Directors, and sole shareholder of all outstanding stock of the corporation do make, subscribe, acknowledge and file the foregoing Amendment to the Articles of Incorporation, hereby certifying the facts herein above to be true as herein provided under the laws of the State of Florida, all being done this 04 day of June, 1998, A.D.

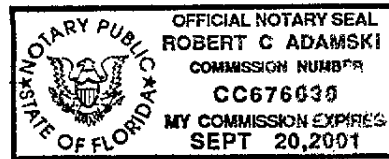
  
Linda J. Smith

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 04 day of June, 1998, by Linda J. Smith who are personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public




My Commission Expires: ROBERT C. ADAMSKI

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as South Royal Corp. does hereby accept the appointment as Registered Agent of said corporation.

DATED this 04 day of June, 1998, A.D.

  
Linda J. Smith