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BASIC AMENDMENT

IMON HOSPITALITY, INC.

Certificate of Status	1
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Page Count	02
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Amendment

7-20-00

DC

JUL-20-2000 09:07A FROM:RMSSR 17NORTH 9547644996  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 20, 2000

IMON HOSPITALITY, INC.  
40 NE 7TH AVENUE THIRD FLOOR  
DELRAY BEACH, FL 33483

SUBJECT: IMON HOSPITALITY, INC.  
REF: P00000011433

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

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**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IMON HOSPITALITY, INC.**

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00 JUL 20 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, ImOn Hospitality, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on February 2, 2000, effective February 1, 2000, document number P00000011433.
2. The Amended and Restated Articles of Incorporation of the Corporation were filed by the Florida Department of State on May 24, 2000.
3. The Amended and Restated Articles of Incorporation are amended in their entirety to include the addition of Article V and shall read as follows:

**ARTICLE V**

**LIABILITY OF DIRECTORS**

No director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless: (a) the director breached or failed to perform his duties as a director; and (b) the director's breach of, or failure to perform those duties constitutes: (1) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (2) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (3) a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act

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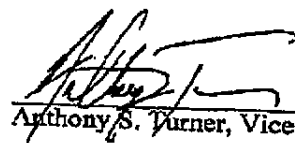
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are applicable; (4) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgement in its favor or a proceeding by or in the right of a shareholder; or (5) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Corporation or a shareholder. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or missions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

These Articles of Amendment to the Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation as of the 19<sup>th</sup> day of July, 2000. The shareholders of the Corporation approved these Articles of Amendment to the Amended and Restated Articles of Incorporation as of the 19<sup>th</sup> day of July, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 19<sup>th</sup> day of July, 2000.

IMON HOSPITALITY, INC.

  
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Anthony S. Turner, Vice President

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