

Requester's Name  
**P00000117062**

Address

City/State/Zip

Phone #

300005065203--8  
-03/07/02--01074--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

- |                                   |                                       |                                                |
|-----------------------------------|---------------------------------------|------------------------------------------------|
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| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait    | <input type="checkbox"/> Photocopy             |
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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

*P00000117062  
38 Amended  
3-7-02*

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**HRP MANAGER CORP.**

(present name)

**P00000117062**

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*  
 Article V, "Initial Officers/Directors" shall be deleted in its entirety and shall read as follows:

Article V. Officers/Directors

<p><b>President:</b> Gerald S. Fineberg          c/o Fine Hotels Corp.          One Washington Street          Wellesley, MA 02481</p> <p><b>Treasurer:</b> Joseph A. Donovan          c/o Fine Hotels Corp.          One Washington Street          Wellesley, MA 02481</p> <p><b>Secretary:</b> Daniel Frank          c/o Fine Hotels Corp.          One Washington Street          Wellesley, MA 02481</p> <p><b>Assistant Secretary:</b> Lydia G. Chesnick          c/o Bernkopf, Goodman &amp; Baseman LLP, 125 Summer Street, Suite 1300, Boston, MA 02110</p>	<p><b>Directors:</b> Gerald S. Fineberg          c/o Fine Hotels Corp.          One Washington Street          Wellesley, MA 02481</p> <p>Daniel Frank          c/o Fine Hotels Corp.          One Washington Street          Wellesley, MA 02481</p> <p>Susan Daly          c/o Deutsch, Williams, Brooks,          DeRensis, Holland &amp; Drachman, P.C          99 Summer Street          Boston, MA 02110</p>
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**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: The date of each amendment's adoption: October 17, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

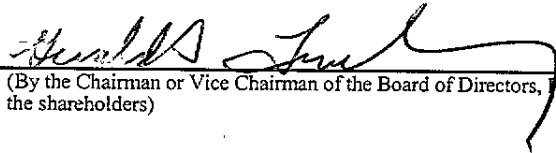
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of October, 2001

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Gerald S. Fineberg

(Typed or printed name)

President

(Title)