

P010000026201

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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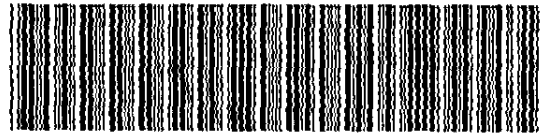
(Business Entity Name)

(Document Number)

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 5/19/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 119727 7127284

AUTHORIZATION :

COST LIMIT : \$ 43.75

[Handwritten signature]

ORDER DATE : May 19, 2006

ORDER TIME : 10:39 AM

ORDER NO. : 119727-005

CUSTOMER NO: 7127284

DOMESTIC AMENDMENT FILING

NAME: SHREE VITHALJI, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHREE VITHALJI, INC.**

FILED
06 MAY 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Section 607.1006, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Shree Vithalji, Inc. (document number P01000026201).
2. The Articles of Incorporation of the corporation shall be amended to include Article VI to read as follows:

"ARTICLE VI – SPECIAL PURPOSE ENTITY

1. The sole purpose of this corporation ("Special Purpose Entity") shall be the ownership, operation, management and maintenance of hotel facilities located at 42 San Marco Avenue, St. Augustine, St. Johns County, Florida 32084 ("Property"), and this Special Purpose Entity shall be restricted and/or required, and hereby covenants and agrees, as follows:

(a) not to engage in any business or activity other than the ownership, operation and maintenance of the Property, and activities ancillary thereto;

(b) not to acquire or own any material assets other than (i) the Property, and (ii) such incidental personal property as may be necessary or appropriate for the operation of the Property;

(c) not to incur any debt other than (i) the indebtedness held by the "Holders" (as defined below) secured by the Property ("Mortgage Indebtedness"), and (ii) liabilities incurred by this Special Purpose Entity in the ordinary course of business relating to the ownership and operation of the Property;

(d) not to merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, while the Mortgage Indebtedness is outstanding without in each case the consent of any and all holders of the Mortgage Indebtedness ("Holders");

(e) to preserve its existence as an entity duly organized and validly existing under the laws of Florida and, without the prior written consent of the Holders, not to amend, modify, terminate or fail to comply with the provisions of the "Organizational Documents" (as defined below) of this Special Purpose Entity, as the same may be further amended or supplemented, if such amendment, modification, termination or failure to comply would materially adversely affect the ability of this Special Purpose Entity to perform its obligations hereunder, under the note or under the other loan documents (collectively "Loan Documents")

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed on behalf of the corporation this 16th day of May, 2006.

SHREE VITHALJI, INC.

By: 

Talesh V. Patel, President