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BASIC AMENDMENT

BOCEP, INC.

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SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF BOCEP, INC.
(Document No. P01000069335)

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation:

1. That the name of the Corporation shall be changed from Bocep, Inc. to UST Hotel Corporation.
2. The above amendment to the Articles of Incorporation of the Corporation was adopted on December 31, 2004.
3. The amendment was adopted by joint action of the board of directors and shareholders of the Corporation.
4. Except as specifically modified hereby, all other terms, conditions and restrictions set forth in the Articles of Incorporation of the Corporation, as previously amended, shall remain in full force and effect as originally stated. To the extent the terms of these Articles of Amendment conflict with the terms of the Articles of Incorporation of the Corporation, the terms of these Articles of Amendment shall govern.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 31 day of December 2004.

Bocep, Inc., n/k/a
UST Hotel Corporation

By: [Signature]
Lothar Estein, President

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