

P01000069335

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BASIC AMENDMENT

UST HOTEL CORPORATION

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| Certificate of Status | 0 |
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| Page Count | 02 |
| Estimated Charge | \$43.75 |

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December 7, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UST HOTEL CORPORATION
5211 INTERNATIONAL DR
ORLANDO, FL 32819

SUBJECT: UST HOTEL CORPORATION
REF: P01000069335

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THIRD AMENDMENT TO ARTICLES
OF INCORPORATION OF UST HOTEL CORPORATION
(Document No. P01000069335)

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

1. Paragraph 10(a) of the Articles of Incorporation is deleted and replaced with the following:

10(a). The Corporation is required to continue serving in the capacity as the sole general partner of the Partnership so long as there exists mortgage loan financing secured by a first mortgage lien encumbering the Property (defined below) (the "Mortgage Loan") from a bank, financial institution or commercial lender engaged in the business of making first mortgage loans on properties similar in size and type to the Property (such entity and its successors and assigns herein referred to as "Mortgage Lender"). The Partnership owns, operates and maintains a full service hotel known as Peabody Orlando located in the City of Orlando, Florida (the "Property").

2. The above Amendment to the Articles of Incorporation was adopted on December 5, 2005.

3. The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

4. Except as amended herein, 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 this Amendment conflict with the terms of the Articles of Incorporation as previously amended, the terms of this Amendment shall govern.

December 5, 2005.

UST HOTEL CORPORATION, a Florida
corporation

By: 

Its: Lothar Estein, President

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