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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FORBES PLACE HOTEL MANAGER, INC.**

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**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
FORBES PLACE HOTEL MANAGER, INC.**

WHEREAS, the Articles of Incorporation of FORBES PLACE HOTEL MANAGER, INC. (the "Articles of Incorporation"), were filed with the Secretary of State of Florida on October 22, 2010 (the "Corporation");

WHEREAS, it is the intention of the Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be amended, effective the date this Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth;

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by unanimous written consent of the Directors and Shareholders, pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act on the 11th day of November, 2010;

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Secretary of State of Florida as follows:

1. The term "Property Owner," as named and defined in Exhibit A, Page 2, of the Articles of Incorporation shall be amended and restated as follows:

"Property Owner" means Forbes Place Hotel II, LLC, a Florida limited liability company.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its Incorporator this 12th day of November, 2010.

FORBES PLACE HOTEL MANAGER, INC.

By: _____

Donald J. Curotto, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of November, 2010, by DONALD J. CUROTTO, the Incorporator of FORBES PLACE HOTEL MANAGER, INC., a Florida corporation, who is personally known to me.

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Kathy Q. Moorehead
Commission #DD666012
Expires: APR. 22, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Print: _____

Kathy Q. Moorehead
Notary Public