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CUSTOMER NO: 4726134

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CUSTOMER: Annette Ryan, Legal Assistant
Stearns Weaver Miller Weissler
Suite 2200
401 East Jackson Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: TAMPA WESTSHORE HOTEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 SEP 29 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/29
Amend
C. G. SEP 22 11:12:12
TALLAHASSEE FLORIDA

FILED

97 SEP 29 PM 2: 13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT

Pursuant to Chapter 607, Florida Statutes, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is: Tampa Westshore Hotel, Inc.

Article Three, entitled Purposes, is hereby deleted in its entirety, and replaced with the following:

"ARTICLE THREE - PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

a. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the hotel building and related property located at 555 North Westshore Boulevard, Tampa, Florida, (the "Property").

b. To own, hold, sell, assign, or transfer shares of stock or ownership in other entities and/or to make loans to affiliates, provided the corporation shall not incur any debt obligations or own any assets other than said shares of stock or ownership interests in other entities, and notes receivable and other security instruments in connection with such loans to affiliates.

c. To exercise all powers enumerated in the general corporation laws of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

2. The text of each amendment adopted is as follows:

Article Twelve, entitled Certain Prohibited Activities, is hereby added to the Articles of Incorporation, to read as follows:

"ARTICLE TWELVE - CERTAIN PROHIBITED ACTIVITIES

For so long as any mortgage lien in favor of Morgan Guaranty Trust Company of New York, its successor or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness except as allowed by the terms of the First Mortgage. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not dissolve or liquidate, and except as allowed by the terms of the First Mortgage, the corporation shall not consolidate or merge with or into any other entity, or convey or

transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity.

For so long as the First Mortgage exists on any portion of the Property, the corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation or to the corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

Article Thirteen, entitled Indemnification, is hereby added to the Articles of Incorporation, to read as follows:

"ARTICLE THIRTEEN - INDEMNIFICATION

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

Article Fourteen, entitled Separateness Covenants, is hereby added to the Articles of Incorporation, to read as follows:

"ARTICLE FOURTEEN - SEPARATENESS COVENANTS

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

- a. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
- b. It shall maintain corporate records and books of account separate from those of any affiliate.
- c. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
- d. It shall observe all corporate formalities.

e. It shall not commingle assets with those of any affiliate.

f. It shall conduct its own business in its own name.

g. It shall maintain financial statements separate from any affiliate.

h. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliate.

i. It shall maintain an arm's length relationship with any affiliate.

j. It shall not guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.

k. It shall use stationary, invoices and checks separate from any affiliate.

l. It shall not pledge its assets for the benefit of any other entity, including any affiliate.

m. It shall hold itself out as an entity separate from any affiliate."

For purposes of this Article Fourteen, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with this corporation, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation or any affiliate thereof, and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

3. The date of adoption of this amendment was 9-25, 1997.

4. The amendments were approved by shareholder action, and the voting group entitled to vote on the amendments were the holders of the issued and outstanding common shares of the corporation, and the number of such shares that voted for the amendments was unanimously in favor of the amendments and this vote was sufficient for approval as required by Chapter 607, Florida Statutes.

5. These articles will be effective upon the filing with the Secretary of State of the State of Florida.

Dated this 25 day of September, 1997.

TAMPA WESTSHORE HOTEL, INC.

By: [Signature]
As its: Chairman

STATE OF Kentucky
COUNTY OF Kenton

The foregoing instrument was acknowledged before me this 25 day of September, 1997, by WILLIAM P. BUTLER, as Chairman of TAMPA WESTSHORE HOTEL, INC., a Florida corporation, on behalf of the corporation. He ~~is~~ is personally known to me ~~or has produced~~ identification.

[Signature]
Printed Name: Lisa G. Litke
Notary Public Lisa G. Litke, Notary Public
Serial Number State at Large, Kentucky
My Commission Expires 5/16/98

My Commission Expires:

(NOTARY SEAL)