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Division of Corporations

P9300000 8397

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From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.  
Account Number : I19990000006  
Phone : (407) 425-7010  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**ASIG, INC.**

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Amendment

09/18/03

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FAX NO.

P. 02/09

Department of State 9/15/2003 12:20 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 15, 2003

ASIG, INC.  
5625 MAJOR BLVD.  
ORLANDO, FL 32819US

SUBJECT: ASIG, INC.  
REF: P93000008397

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H03000276774  
Letter Number: 203A00051042

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ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.  
ATTORNEYS AND COUNSELORS AT LAW

SUITE 600, LANDMARK CENTER ONE  
315 EAST ROBINSON STREET  
ORLANDO, FLORIDA 32801

PLEASE REPLY TO:  
POST OFFICE BOX 3000  
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September 16, 2003

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

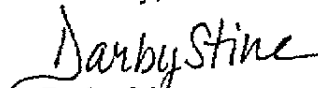
Re: Fax Audit # H03000276774  
Letter Number: 203A00051042  
Subject: ASIG, Inc.  
Ref: P93000008397

Dear Document Specialist:

Pursuant to your letter dated September 15, 2003, in which you state that the document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers, we are enclosing a copy the Consent Action of the Sole Shareholder of ASIG, Inc. The third paragraph on page 2 of the Consent Action states that the sole shareholder of the Corporation shall have the authority to execute all documents, including Bylaws and Articles of Amendment to the Articles of Incorporation.

Please let us know if this information will be sufficient for purposes of approving the Amendment to the Articles of Incorporation by the Florida Department of State.

Sincerely,

  
Darby Stine  
Paralegal

/des  
Enclosures

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF ASIG, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

**FIRST:** The name of the corporation is ASIG, Inc. The document number of the corporation is P93000008397.

**SECOND:** The following amendments to the Articles of Incorporation were adopted by the sole shareholder of the corporation in a manner prescribed by the Florida Business Corporation Act.

A. Article VIII is hereby added to the Articles of Incorporation as follows:

**ARTICLE VIII: Restricted and prohibited Activities**

(a) The Corporation shall not voluntarily commence a case with respect to itself as a debtor under the Federal Bankruptcy Code or any similar federal or state statute unless the prior unanimous written consent of its shareholders is first obtained; and

(b) The Corporation shall not sell that certain property located at 5625 Major Boulevard in Orlando, Florida and known (either now or formerly) as the Ramada Limited Hotel unless the prior unanimous written consent of its shareholders is first obtained.

B. Article IX is hereby added to the Articles of Incorporation as follows:

**ARTICLE IX: Amendments to the Bylaws of the Corporation.**

(a) The shareholders of the Corporation are hereby authorized to adopt or amend a bylaw of the Corporation that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act. Any such bylaw that fixes a greater quorum or voting requirement for the shareholders may not be adopted, amended or repealed by the Corporation's Board of Directors.

(b) The shareholders of the Corporation are hereby authorized to adopt, repeal and amend the Bylaws of the Corporation.

**THIRD:** The aforesaid amendments were adopted as of September 10, 2003 in the manner permitted by Sections 607.0704 and also pursuant to Section 607.0732 of the Florida Business Corporation Act.

**FOURTH:** The number of shares of the corporation outstanding at the time of such adoption was 100 shares of common stock; and the number of shares entitled to vote thereon was 100 shares of common stock, all of which were represented when such action was taken. The

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common stock of the corporation constitutes the only voting group entitled to vote on the amendments.

FIFTH: The number of shares voted for such amendments was 100 shares of common stock, and no shares were voted against such amendments.

Dated: September 12, 2003

BY: Orlando Security Trust, Ltd.,  
the Sole Shareholder of ASIG, Inc.

By:



Buford Salmon, holder of  
Irrevocable Proxy dated  
as of July 15, 2003 from  
Orlando Security Trust, Ltd

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**CONSENT ACTION OF THE SOLE SHAREHOLDER OF ASIG, INC.**

The undersigned, constituting the sole shareholder of ASIG, Inc., a Florida corporation (the "Corporation"), does hereby evidence its written consent to the following actions to be taken in lieu of a special meeting of the shareholders of the Corporation, pursuant to Sections 607.0704 and 607.0732 of the Florida Business Corporation Act.

WHEREAS, Orlando Security Trust, Ltd., a Florida limited partnership ("Orlando"), owns one hundred (100) shares of the common stock of the Corporation, which shares represent one hundred percent (100%) of the issued and outstanding stock of the Corporation; and

WHEREAS, in partial consideration of that certain Stock Option Agreement dated as of July 15, 2003, Orlando granted Buford Salmon, an individual ("Salmon"), an irrevocable proxy (a copy of which is attached hereto as Exhibit A) to vote all of the Corporation's shares; and

WHEREAS, the irrevocable proxy dated July 15, 2003 was coupled with an interest and irrevocably appointed Salmon with full power of substitution as its attorney and proxy to attend meetings, vote, and give consents and in all other ways act in the place of Orlando with respect to all shares of the Corporation; and

WHEREAS, it is desirable to amend the Articles of Incorporation of the Corporation and the Bylaws of the Corporation to reserve certain powers and increase certain voting requirements.

NOW, THEREFORE, BE IT

RESOLVED, by the sole shareholder of the Corporation that the Articles of Incorporation of the Corporation be amended as follows:

A. Article VIII is hereby added to the Articles of Incorporation as follows:

ARTICLE VIII: Restricted and prohibited activities.

(a) The Corporation shall not voluntarily commence a case with respect to itself as a debtor under the Federal Bankruptcy Code or any similar federal or state statute unless the prior unanimous written consent of its shareholders is first obtained; and

(b) The Corporation shall not sell that certain property located at 5625 Major Boulevard in Orlando, Florida and known (either now or formerly) as the Ramada Limited Hotel unless the prior unanimous written consent of its shareholders is first obtained.

B. Article IX is hereby added to the Articles of Incorporation as follows:

ARTICLE IX: Amendments to the Bylaws of the Corporation.

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(a) The shareholders of the Corporation are hereby authorized to adopt or amend a bylaw of the Corporation that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act. Any such bylaw that fixes a greater quorum or voting requirement for the shareholders may not be adopted, amended or repealed by the Corporation's Board of Directors

(b) The shareholders of the Corporation are hereby authorized to adopt, repeal and amend the Bylaws of the Corporation.

**FURTHER RESOLVED**, by the sole shareholder of the Corporation that the Bylaws of the Corporation shall be, and the same hereby are, amended to add the following provisions:

1. Restricted and prohibited activities.

(a) The Corporation shall not voluntarily commence a case with respect to itself as a debtor under the Federal Bankruptcy Code or any similar federal or state statute unless the prior unanimous written consent of its shareholders is first obtained; and

(b) The Corporation shall not sell that certain property located at 5625 Major Boulevard in Orlando, Florida and known (either now or formerly) as the Ramada Limited Hotel unless the prior unanimous written consent of its shareholders is first obtained.

**FURTHER RESOLVED** by the sole shareholder of the Corporation that the Board of Directors of the Corporation may not amend or repeal the new bylaw of the Corporation that is set forth in the foregoing resolution.

**FURTHER RESOLVED**, by the sole shareholder of the Corporation that the sole shareholder or any officer of the Corporation be and the same hereby are authorized and directed to do any and all such things and to execute, deliver and file all such writings, documents, and instruments, including without limitation, Bylaws and Articles of Amendment to the Articles of Incorporation of the Corporation, as shall be necessary or appropriate to implement and carry out the above and foregoing resolutions. The officers and directors are hereby directed to reflect in the Bylaws of the Corporation the amendment to the Bylaws set forth in these resolutions.

**WITNESS**, the consent of the sole shareholder of the Corporation, who by its signature (i) waives all notice of the meeting and the holding of the meeting of the shareholders to act upon said resolutions, (ii) casts its affirmative vote for the adoption of the resolutions set forth herein, effective as of the 10th day of September, 2003, and hereby directs that this consent action be inserted in the minute book of the Company.

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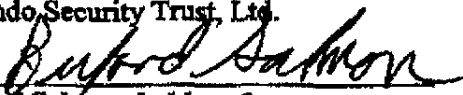
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SOLE SHAREHOLDER:  
Orlando Security Trust, Ltd.

By:   
Buford Salmon, holder of  
Irrevocable Proxy dated  
as of July 15, 2003 from  
Orlando Security Trust, Ltd.



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**EXHIBIT A**

**IRREVOCABLE PROXY**

The undersigned is the holder of all of the issued and outstanding shares of the capital stock of ASIG, Inc., a Florida corporation, represented by certificate number 3. The undersigned hereby irrevocably appoints Buford Salmon with full power of substitution as its attorney and proxy to attend meetings, vote, give consents and in all other ways act in its place with respect to all such shares (and any and all shares or other securities issued in respect of such shares).

This proxy is made pursuant to an Agreement dated as of July 15, 2003 regarding certain payments, options and voting rights, and is therefore coupled with the interest provided thereby. This Proxy shall terminate on July 15, 2006.

THIS PROXY SHALL REMAIN IN FULL FORCE AND EFFECT UNTIL THE SAID TERMINATION DATE AND BE ENFORCEABLE AGAINST ANY DONEE, PURCHASER, GRANTEE, TRANSFEREE OR ASSIGNEE OF THE SAID STOCK.

Dated as of the 15th day of July, 2003.

SHAREHOLDER:

**ORLANDO SECURITY TRUST, LTD.,**  
a Florida limited partnership.


By: Great American Hotels & Resorts, Inc.,  
Its: General Partner



By: Edward Bates

Its: PRESIDENT OF THE GENERAL PARTNER

WITNESS



Print Name: Sharon L. Bowen  
Address: 2100 Pleasant Hill Rd.  
Duluth, GA 30096

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