

LAW OFFICES
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

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SUSAN FLEMING BENNETT
LISA K. BERG
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TAMPA OFFICE
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SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
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(813) 223-4800

FORT LAUDERDALE OFFICE
SUITE 1900
200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

(954) 462-9500

July 22, 1997

VIA UPS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/23/97--01037--001
*****87.50 *****87.50

Re: Servico Melbourne, Inc. and Servico Fort Wayne II, Inc.

To Whom It May Concern:

I have enclosed two fully executed copies of Amended and Restated Articles of Incorporation for each of the above referenced corporations. I have also enclosed two checks, each in the amount of \$87.50 to cover the filing fees.

Please file one original and issue a certified copy of the Amended and Restated Articles for each of the corporations. I have included a self-addressed stamped envelope for return of the certified copies.

Please contact the undersigned at (305)789-3564, if you should require further information. Thank you for your cooperation.

Very truly yours,

LOUISE J. ALLEN
For The Firm

LJA/hsr
Encl.
J:\LJA\10673.113\SECST.LT1

Handwritten notes and signatures:
- "Amended Restated" (written vertically)
- "Cert Copy" (written vertically)
- "BPS" (written vertically)
- "7-23-97" (written vertically)
- "66421" (written vertically)
- "7-23-97" (written horizontally)
- "66421" (written horizontally)
- "7-23-97" (written horizontally)
- "66421" (written horizontally)
- "7-23-97" (written horizontally)
- "66421" (written horizontally)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1997

STEARNS, WEAVER, MILLER, ET.AL.
% LOUISE ALLEN
150 WEST FLAGLER STREET
MIAMI, FL 33130

SUBJECT: SERVICO FORT WAYNE II, INC.
Ref. Number: P94000066424

We have received your document for SERVICO FORT WAYNE II, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 797A00040194

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FORT LAUDERDALE, FLORIDA 33301

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August 18, 1997

VIA OVERNIGHT DELIVERY

Ms. Carol Mustain
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Servico Melbourne, Inc. and Servico Fort Wayne II, Inc.

Dear Ms. Mustain:

Pursuant to our telephone conversation, enclosed please find two fully executed copies of Amended and Restated Articles of Incorporation for each of the above referenced corporations which we had previously sent for filing. You retained the two checks, each in the amount of \$87.50, to cover the filing fees.

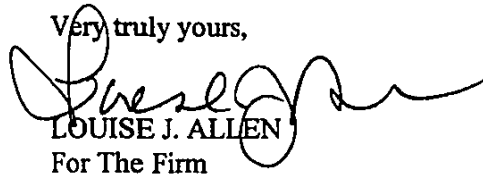
Please file one original and issue a certified copy of the Amended and Restated Articles for each of the corporations. I have included a self-addressed stamped envelope for return of the certified copies.

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

Florida Department of State
Division of Corporations
August 18, 1997
Page 2

Please contact the undersigned at (305)789-3564, if you should require further information.
Thank you for your cooperation.

Very truly yours,



LOUISE J. ALLEN
For The Firm

LJA/hsr
Encl.
J:\LJA\10673.113\SECST.LT2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SERVICO FORT WAYNE II, INC.**

Servico Fort Wayne II, Inc., a Florida Corporation (the "Corporation"), hereby certifies that, pursuant to Section 607.1003 of the Florida Business Corporation Act, these Amended and Restate Articles of Incorporation were duly adopted by the sole shareholder of the Corporation entitled to vote thereon, and Board of Directors, by written consent without a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 23 PM 1:39

APPROVED
AND
FILED

ARTICLE I

(a) The name of the Corporation is Servico Fort Wayne II, Inc. (the, "Corporation"). The address of the principal and the mailing address of this corporation is 1601 Belvedere Road, Suite 501S, West Palm Beach, Florida 33406. The name and address of the registered agent is Joan Palmariello at 1601 Belvedere Road, Suite 501S, West Palm Beach, Florida 33406.

ARTICLE II

(a) The purpose for which the Corporation is organized is limited to (i) acquiring, owning, and holding a general partnership interest in Fort Wayne Hospitality Associates II, Limited Partnership, a Florida limited partnership (the "Partnership"), pursuant to the terms and conditions of the Agreement of Limited Partnership of the Partnership, as may be amended from time to time (the "Partnership Agreement"), (ii) operating, using, and managing as general partner of the Partnership, that certain real property owned by the Partnership commonly known as Holiday Inn Fort Wayne, located at 300 East Washington Boulevard, Fort Wayne, Indiana, (the "Property"), and (iii) entering into and performing its required obligations on behalf of the Partnership under any loan agreement relating to the financing or refinancing of the acquisition of the Property (the "Loan Agreement") which provides the lender thereunder with a first priority lien on the Property, the promissory note evidencing indebtedness underlying the Loan Agreement and the Mortgage, Security Agreement and Assignment of Leases and Rents or any other documents delivered as security for the indebtedness underlying the Loan Agreement (the "Mortgage") and any related collateral documents (collectively, the "Loan Documents"), and to transact any and all lawful business that is incident and necessary or appropriate to the ownership of a general partnership interest in the Partnership and to the management of the Property for which a corporation may be incorporated under the laws of the State of Florida.

(b) Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, do any of the following:

(i) amend, alter, change, repeal or adopt any resolution setting forth a proposed amendment to, any provision of these Articles of Incorporation, or cause any provision of the Partnership Agreement to be amended, altered, changed or repealed;

(ii) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, or to cause the Partnership to dissolve, wind up or liquidate, in whole or in part, or cause the Partnership to consolidate or merge with or into any other entity, or cause the Partnership to convey, sell or transfer its properties and assets substantially as an entirety to any entity;

(iii) engage in any business or activity other than as set forth in these Articles of Incorporation; or cause the Partnership to engage in any business or activity other than as set forth in the Partnership Agreement;

(iv) engage in transactions with "affiliates" (as defined in Article II (c) hereof) of the Corporation or cause the Partnership to engage in transactions with affiliates of the Partnership or the Corporation other than on arm's length terms; or

(v) withdraw as general partner from the Partnership; or

(vi) file, or cause the Partnership to file, a voluntary petition or otherwise initiate, or consent to, or cause the Partnership to initiate or consent to, proceedings for the Corporation or the Partnership to be adjudicated insolvent or seeking an order for relief as a debtor under United States Bankruptcy Code, as amended (11 U.S.C. §§ 101 *et seq.*) (the "Bankruptcy Code"), or file, or cause the Partnership to file, any petition, or consent to or cause the Partnership to consent to any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or the Partnership or of all or any substantial part of the properties and assets of the Corporation or Partnership, or make or cause the Partnership to make, any general assignment for the benefit of creditors, or admit in writing or cause the Partnership to admit in writing, its inability to pay its debts generally as they become due, or declare or effect or cause the Partnership to declare or effect, a moratorium on its debt or take any corporate action, or cause the Partnership to take any partnership action, in furtherance of any such action.

(c) The Board of Directors of the Corporation shall, at all times until the Property is released from the lien of the Mortgage, include an independent director (the "Independent Director"). The Independent Director shall be a person who is not at the time of the appointment, for the prior five years has not been and while serving as the Independent Director shall not be (i) a director, stockholder, officer, partner or employee of the Corporation or any affiliates or subsidiaries thereof other than with respect to such person's service as an Independent Director of the Corporation and such person's service in similar "Independent Director" positions for affiliates of the Corporation, (ii) a customer, supplier, independent contractor, or any other person who derives more than 15% of its gross income from its activities with the Corporation, the Partnership, or any affiliates or subsidiaries thereof, (iii) a person controlling any such director, stockholder, partner, supplier, independent contractor or other person, or (iv) a member of the immediate family of any such director, stockholder, partner, officer, employee, supplier, independent contractor, other person or other director of the Corporation or the Partnership. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person whether through ownership of voting securities, by contract or otherwise. In the event that the Independent Director resigns or such position is otherwise vacated at a time when an Independent Director is required by the Loan Documents to be included on the Corporation's Board of Directors, no action requiring the unanimous affirmative vote of the Board of Directors of the Corporation shall be taken until a successor Independent Director is elected and qualified and approves such action. In the event of the death, incapacity, or resignation of an Independent Director, or the vacancy of the Independent Director's seat on the Corporation's Board of Directors for any reason, when an Independent Director is required by the Loan Documents, a successor Independent Director shall be appointed by the remaining directors.

(d) Except as otherwise contemplated or permitted by the Loan Documents, so long as the Property is subject to the lien of the Mortgage, the corporation shall, and shall cause the Partnership to (i) observe all corporate or partnership formalities, as applicable, including the maintenance of current minute books, (ii) maintain its own separate and distinct books of account and corporate records, (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation or Partnership, as applicable, and its assets and liabilities, (iv) pay all its liabilities out of its own funds, (v) in all dealings with the public, identify itself, and conduct its own business, under its own name and as a separate and distinct entity, (vi) independently make decisions with respect to its business and daily operations, (vii) maintain an arm's length relationship with its affiliates, (viii) pay the salaries of its employees, (ix) allocate fairly and reasonably any overhead for shared office space, and (x) use separate stationary, invoices and checks.

(e) Except as otherwise contemplated or permitted by the Loan Documents, so long as the Property is subject to the lien of the Mortgage, the Corporation shall not and shall not permit the Partnership to, (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person which shall not be deemed to prohibit or otherwise limit any distributions from the Corporation to its Shareholders, (ii) assume or guarantee, or hold out its credit as being available to satisfy, the liabilities of any other person other than the Partnership, or (iii) acquire obligations or securities of, or make loans or advances to, any affiliate.

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE IV

The Board of Directors of the Corporation shall be comprised of three (3) persons subject to the provisions of Article II(c). The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. (1). The names and addresses of the members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
David Buddemeyer	1601 Belvedere Road, #501 South, West Palm Beach, FL 33406
Robert D. Ruffin	1601 Belvedere Road, #501 South, West Palm Beach, FL 33406
Charles M. Elson	1401 61 st Street South, St. Petersburg, FL 33707

ARTICLE V

The Board of Directors is expressly authorized to adopt, alter, amend, or repeal the Bylaws of the Corporation subject to the limitations set forth in these Articles of Incorporation. Election of the directors need not be written by ballot unless and to the extent provided in the Bylaws of the Corporation.

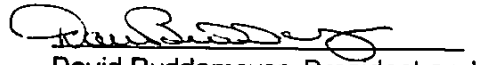
ARTICLE VI

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted. The Corporation's obligation to indemnify its officers and directors pursuant to this Article VII shall be subordinate in all respects to the obligations of the Corporation arising out of the Loan Documents and shall not constitute a claim against the Corporation to the extent that the Corporation is unable to pay any amounts it is obligated to pay under the Loan Documents.

ARTICLE VII

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation, subject to the limitations set forth in these Articles of Incorporation. Subject to the foregoing, any rights which the Articles of Incorporation may confer upon the Corporation may be modified or canceled by a vote of the holders of a majority of the Corporation's stock entitled to vote thereon to amend or repeal said Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were signed this 28th day of JUNE, 1997.


David Buddemeyer, President and
Chief Executive Officer