

P95000020412

CT CORPORATION

CORPORATION(S) NAME

1) Intown Suites Orlando, Inc.

FILED
02 APR 19 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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TALLAHASSEE, FLORIDA

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Verifier _____
W.P. Verifier _____

4/19/02

Order#: 5282346

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Ref#: _____

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-04/19/02--01068--014

Amount: \$ *****35.00 *****35.00

400005308764--5

-04/19/02--01068--015

*****8.75 *****8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette APR 19 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: INTOWN SUITES ORLANDO, INC.
Ref. Number: P95000020412

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02 APR 19 PM 4:34
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for INTOWN SUITES ORLANDO, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00023679

Please date 4/19/02

**ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION
OF
INTOWN SUITES ORLANDO, INC.**

FILED
02 APR 19 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Intown Suites Orlando, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Intown Suites Orlando, Inc. (the "Corporation").
2. Pursuant to Section 607.1007 of the Florida Business Corporation Act, these Articles of Incorporation amend and restate the Articles of Incorporation of the Corporation (the "Articles of Amendment and Restatement"). These Articles of Amendment and Restatement were duly adopted by a majority of the shareholders of the Corporation in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act that was sufficient to amend the Articles of Incorporation.
3. The Articles of Amendment and Restatement of the Corporation were adopted on April 17, 2002.
4. The Articles of Amendment and Restatement of the Corporation as heretofore amended or supplemented are hereby restated and further amended to read in their entirety as follows:

**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
INTOWN SUITES ORLANDO, INC.**

ARTICLE I

The name of the Corporation is Intown Suites Orlando, Inc.

ARTICLE II

The principal place of business is 300 Galleria Parkway, Suite 1200,
Atlanta, Cobb County, Georgia 30339.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the Florida Business Corporation Act or any amendment thereto except as limited by Article VI.

ARTICLE IV

The total number of shares of stock which the Corporation shall have the authority to issue is 500 shares of common stock with \$1.00 par value.

ARTICLE V

The address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Broward County, Florida 33324. The name of the Corporation's initial registered agent at such address is: CT Corporation System.

ARTICLE VI

The Corporation hereby represents, warrants and covenants that for so long as the Loan evidenced by the Loan and Security Agreement dated as of May 1, 2002 by and among Intown Suites Group Two, LLC, affiliates of Intown Suites Group Two, LLC and SFT II, Inc. (the "Agreement") is outstanding, except as expressly permitted or required by the Agreement, the Corporation:

(i) shall (a) maintain accurate and appropriately detailed books, financial records and bank accounts that are separate and distinct from the books,

financial records and bank accounts of any other person or entity; (b) maintain books, financial records and bank accounts in a manner so that it will not be difficult or costly to segregate, ascertain and otherwise identify the assets and liabilities of the Corporation; (c) not commingle any of its assets, funds or liabilities with the assets, funds or liabilities of any other person or entity; (d) observe all appropriate corporate procedures and formalities; (e) pay its own liabilities, losses and expenses only out of its own funds; (f) not guarantee or become obligated for the debts or obligations of any other entity or person; (g) not hold out its credit as being available to satisfy the debts or obligations of any other person or entity; (h) hold itself out as an entity separate and distinct from any other person or entity (including its affiliates); (i) correct any known misunderstanding regarding its separate identity; (j) conduct its business using its own telephone listing and using separate stationery, business cards, purchase orders, invoices, checks and the like bearing its own name; (k) establish and maintain an office through which its business shall be conducted that is physically segregated from the office of any other person or entity and, to the extent that the Corporation and any of its affiliates occupy any premises in the same location, allocate fairly, appropriately and nonarbitrarily any rent and overhead expenses among and between such entities with the result that each entity bears its fair share of all such rent and expenses; (l) to the extent that the Corporation and any of its affiliates share the same officers and other employees, allocate fairly, appropriately and nonarbitrarily any salaries and expenses related to providing benefits to such officers and other employees between or among such entities, with the result that each such entity will bear its fair share of the salary and benefit costs associated with all such common or shared officers or other employees; (m) to the extent that the Corporation and any of its affiliates jointly contract or do business with vendors or service providers or share overhead expenses, allocate fairly, appropriately and nonarbitrarily any costs and expenses incurred in so doing between or among such entities, with the result that each such entity bears its fair share of all such costs and expenses; (n) to the extent the Corporation contracts or does business with vendors or service providers where the goods or services are wholly or partially for the benefit of its affiliates, allocate fairly, appropriately and nonarbitrarily any costs incurred in so doing to the entity for whose benefit such goods or services are provided, with the result that each such entity bears its fair share of all such costs; (o) not make any loans to any person or entity or buy or hold any indebtedness issued by any other person or entity (except for cash and investment-grade securities); (p) conduct its own business in its own name; (q) hold all of its assets in its own name; (r) maintain an arm's-length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis; (s) not pledge its assets to secure the liabilities of any other person or entity; (t) not identify itself as a division or department of any other entity; (u) use its best efforts to maintain adequate capital in light of its contemplated business operations; (v) conduct transactions between the Corporation and third parties in the name of the Corporation and as an entity separate and independent from each of its affiliates; (w) cause representatives, employees and agents of the Corporation to hold themselves out to third parties as being representatives, employees or agents, as the case may be, of the Corporation; (x) cause transactions and agreements between the Corporation, on the one hand, and any one or more of its affiliates, on the other hand (including transactions and agreements pursuant to which the assets or property of one is used or to be used by the other), to be entered into in the

names of the entities that are parties to the transaction or agreement and to be formally documented in writing; (y) cause the pricing and other material terms of all such transactions and agreements to be established at the inception of the particular transaction or agreement on commercially reasonable terms (substantially similar to the terms that would have been established in a transaction between unrelated third parties) and by written agreement (by formula or otherwise); (z) not acquire or assume the obligations of its affiliates; and (aa) at all times have Intown Suites GP Two, Inc. as a shareholder.

(ii) shall not enter into any transaction of merger or consolidation, or liquidate or dissolve itself (or suffer any liquidation or dissolution), or acquire by purchase or otherwise all or substantially all the business or assets of, or stock or other evidence of beneficial ownership of, any person (other than the ownership of the Corporation);

(iii) shall not own any assets other than the Corporation's land at 7100 Orange Blossom Trail, Orlando, Florida 32809, and any all improvements, inventory, general intangibles, fixtures, furnishings and equipment, leases and rents and all substitutions therefor located thereon or used in connection therewith, replacements and accessions thereto, and proceeds derived therefrom, including all meeting and other public rooms; shop units and other space and concessions for the sale of merchandise, goods and services, support and back of house areas, including utility and store rooms and maintenance workshops owned by it and related assets;

(iv) is not engaged and shall not engage, directly or indirectly, in any business other than the ownership and operation the Corporation's land at 7100 Orange Blossom Trail, Orlando, Florida 32809, and any all improvements, inventory, general intangibles, fixtures, furnishings and equipment, leases and rents and all substitutions therefor located thereon or used in connection therewith, replacements and accessions thereto, and proceeds derived therefrom, including all meeting and other public rooms; shop units and other space and concessions for the sale of merchandise, goods and services, support and back of house areas, including utility and store rooms and maintenance workshops owned by it;

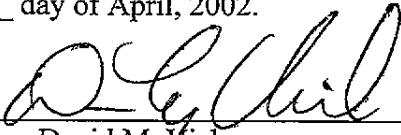
(v) has done or caused to be done and shall do all things necessary to preserve its existence, and shall not, nor will any shareholder or the Board of Directors, amend, modify or otherwise change its Articles of Incorporation or other incorporation documents in a manner which adversely affects the Corporation's existence as a single purpose entity;

(vi) shall not institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of it or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due without the consent of

Intown Suites GP Two, Inc., as a shareholder and the affirmative vote of all of the independent directors of Intown Suites GP Two, Inc.; and

(vii) at all times have a shareholder with at least one (1) independent director (or two (2) independent directors if required in connection with a securitization) on its board of directors who shall be selected by SFT II, Inc. or Intown Suites Group Two, LLC and, if selected by Intown Suites Group Two, LLC, shall be reasonably satisfactory to SFT II, Inc., and in any case, meet all of the requirements of an independent director. Any replacement independent directors shall be reasonably satisfactory to SFT II, Inc., and in any case, meet all of the requirements of an independent director.

IN WITNESS WHEREOF, the undersigned has executed this Amendment and Restatement of Articles of Incorporation as of the 17th day of April, 2002.


By: David M. Vickers
Title: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: 4/19/02

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary