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February 10, 1999

BY FEDERAL EXPRESS

Division of Corporations
Secretary of State
George Firestone Bldg.
409 East Gaines Street
Tallahassee, FL 32314

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Re: H.O.D. Realty, Inc.

Dear Sir or Madam:

In reference to the above-captioned matter, enclosed please find the original Articles of Amendment to Articles of Incorporation of H.O.D. Realty, Inc. Please file the original Amendment and return to us a certified copy and a Certificate of Good Standing for such.

Enclosed please find our check made payable to the Secretary of State, Division of Corporations for the above services. The breakdown is as follows:

Filing Fee for Amendment	\$ 35.00
Certified Copy	\$ 8.75
Certificate of Good Standing	\$ 8.75

When returning the requested documentation to us, please return it via Federal Express. Enclosed please find a pre-printed airbill for your convenience.

If you have any questions, please do not hesitate to call me.

Sincerely,

Guy Rabideau

GR/db
Enclosures

FILED
99 FEB 11 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
H.O.D. REALTY, INC.**

FILED
99 FEB 11 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

The name of the corporation, H.O.D. Realty, Inc. is hereby amended to be: Hotels of Distinction (International), Inc.

SECOND: The date of the amendment's adoption:

February 9, 1999.

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 10th day of February, 1999.

Signature: 
Alan Tremain, President