P95000050770 WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1490 TELEPHONE: 212-858-1000 TELEFAX: 212-858-1500

II33 Connecticut Avenue, N.W. Washington, DC 20036 Telephone: 202-775-9800 Telefax: 202-833-8491

695 EAST MAIN STREET STAMFORD, CT 06904-6760 TELEPHONE: 203-348-2300 TELEFAX: 203-965-8226 125 WORTH AVENUE PALM BEACH, FL 33480

Telephone: 561-655-7297 Telefax: 561-833-6726

February 10, 1999

2 THROGMORTON AVENUE LONDON EC2N 2DL ENGLAND TELEPHONE: OII-44|71-628-4931

RUE DU TACITURNE 42
B-1000 BRUSSELS, BELGIUM
TELEPHONE: 011-322-230-1392
TELEFAX: 011-322-230-9288

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: OII-852-2530-3400
TELEFAX: OII-852-2530-3355

200002775882--6 -02/15/99--01129--001 ******52.50 ******52.50

BY FEDERAL EXPRESS

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

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.

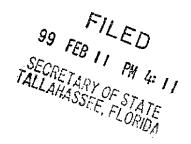
If you have any questions, please do not hesitate to call me.

Guy Rabideau

GR/db Enclosures

TULFEB + 6 1999

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



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 / day of February, 1999.

Signature:

Alan Tremain, President