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REFERENCE : 681214 4656E
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 35.00

ORDER DATE : January 26, 1998
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ORDER NO. : 681214-005 600002411506-9
CUSTOMER NO: 4656E
CUSTOMER: Ms. Saleesa Pope
Greenberg Traurig Hoffman
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: PATEL MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

AM
BREG/klp

FILED
98 JAN 26 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 26 PM 12:18
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PATEL MANAGEMENT, INC.**

FILED
98 JAN 26 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the Corporation is **PATEL MANAGEMENT, INC.** (the "Corporation").
2. The following amendments and additions are hereby made to the Articles of Incorporation of the Corporation as follows:
 - a. Article III - Authorized Shares - is hereby deleted in its entirety and the following is substituted in lieu thereof:

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$.01 per share.

- b. The following articles are hereby added to the Articles of Incorporation:

ARTICLE VII - PURPOSE

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

1. To acquire that certain parcel of real property, together with all improvements located thereon, in the County of Osceola, State of Florida, commonly known as the Super 8 Main Gate (the "Property"), and to operate same as a hotel.
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in the Florida Business Corporation Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE VIII - PROHIBITED ACTIVITIES

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article VIII and in Article X, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this Amendment of Articles of Incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

ARTICLE IX - INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE X - SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management, or operation of the Corporation to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provision set forth in this Amendment to Articles of Incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

4. It shall not commingle assets with those of its parent and any affiliate.

5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from its parent and any affiliate.

7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

8. It shall maintain an arm's length relationship with its parent and any affiliate.

9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and affiliate.

For purposes of this Article X, the following terms shall have the following meanings:

"affiliate" means any persons controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.


"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including beneficiary thereof), unincorporated organization or government or any agency or political subdivision thereof.

3. The foregoing Amendment to Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent, dated December 19, 1997.

4. The foregoing Amendment to Articles of Incorporation of this Corporation were duly approved by the shareholders by unanimous written consent effective as of December 19, 1997. The number of shares cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed this Amendment to Articles of Incorporation as of the 23rd day of January, 1998.

PATEL MANAGEMENT, INC.

By: 
Name: Arvind Patel, President