

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000039232

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Mid-Town Hotel, Inc

☐ Capital Expenses
☐ UCC 11 File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ Cert. Copy(s)

☒ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-21-97		
TIME	11:15		CK No. _____
BY	[Signature]		

WALK-IN
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MID-TOWN HOTEL, INC.
Ref. Number: P96000039232

We have received your document for MID-TOWN HOTEL, 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):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00020327

DIVISION OF CORPORATIONS

97 APR 21 PM 3:40

RECEIVED

Corrected

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MID-TOWN HOTEL, INC.**

FILED
97 APR 21 PM 4: 15
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 (s) adopted:*

ARTICLE VII - PURPOSE is hereby amended to read as follows:

ARTICLE VII - PURPOSE:

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

A. Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation's purpose should be limited to owning and operating the mortgaged property (the "Mortgaged Property") described in the attached Exhibit A. Additionally, and notwithstanding anything contained in the articles to the contrary, so long as the loan is outstanding, the Corporation should be prohibited from incurring any indebtedness other than that relative to the Blackacre loan and liabilities in the ordinary course of business relating to the ownership and operation of the Mortgaged Property.

B. Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation shall be prohibited from the following:

- (1) filing, or consenting to the filing of, a bankruptcy or insolvency petition or otherwise instituting insolvency proceedings;
- (2) dissolving, liquidating, consolidating, merging or selling all or substantially all of the assets of the Corporation;
- (3) engaging in any business activity other than that associated with owning and operating the Mortgaged Property;
- (4) amending the articles of incorporation of the Corporation;

A new article is hereby added as follows:

ARTICLE X - SEPARATENESS COVENANTS

Notwithstanding anything to the contrary contained therein, so long as the loan between the Corporation and Blackacre Bridge Capital, L.L.C. is outstanding, the Corporation shall abide by the following in the operation of its business securing the loan to Blackacre Bridge Capital, L.L.C.:

- a. Maintain books and records separate from any other person or entity.
- b. Shall not co-mingle assets with those of any other entity.
- c. Maintain separate financial statements.
- d. Pay its own liabilities from its own funds.

SECOND: The date of the amendment's adoption: April, 18, 1997.

THIRD: Adoption of the Amendment: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 18th day of April, 1997.

Signature: _____



JACK MOORE, PRESIDENT AND DIRECTOR

EXHIBIT "A"**Parcel 1:**

A tract of land being a portion of the NE 1/4 of Section 28, Township 22 South, Range 29 East, Orange County, Florida, being more particularly described as follows: Commence at the North 1/4 corner of Section 28; thence South 00 degrees 33' 00" West along the West line of the NE 1/4 of Section 28 for a distance of 67.23 feet; thence North 89 degrees 41' 38" East, 30.00 feet to the Point of Beginning; thence South 00 degrees 33' 00" West along the East right of way of Goldwyn Avenue for 705.18 feet; thence North 89 degrees 39' 50" East along the North right of way of West Arlington Avenue for 259.00 feet; thence departing said right of way run North 05 degrees 23' 11" East, 208.24 feet; thence North 42 degrees 37' 36" East, 12.00 feet; thence North 42 degrees 37' 36" West, 73.00 feet; thence North 89 degrees 42' 30" West, 32.54 feet; thence North 00 degrees 17' 30" East 434.68 feet; thence South 89 degrees 41' 38" West along the South right of way of State Road #50 (West Colonial Drive) for 200.14 feet to the Point of Beginning.