

EXTENDEDSTAYAMERICA
EFFICIENCY STUDIOS

ⓔ P970000/9931

September 26, 1997

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

500002307785--7
-09/30/97--01050--003
*****35.00 *****35.00

Re: Articles of Amendment

400002314374--2
-10/07/97--01091--001
*****52.50 *****52.50

Dear Sir/Madame:

Enclosed, in duplicate, are the Articles of Amendment (the "Amendment") for the following corporations:

- ESA 0174, Inc.
- ESA 0328, Inc.
- ESA 0381, Inc.
- ESA 0795, Inc.
- ESA 0869, Inc.
- ESA 0844, Inc.
- ESA 0302, Inc.
- ESA 0303, Inc.
- ESA 0789, Inc.

FILED
SEP 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed, for each corporation, is the \$35.00 filing fee and a self addressed stamped envelope. Please return a certified copy of each Amendment back to my attention as soon as possible.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call me at (954) 713-1734.

Sincerely,

Lauren Bronfman

Lauren Bronfman
Development Counsel

Amend
OCT 3 1997

EXTENDEDSTAYAMERICA
EFFICIENCY STUDIOS



October 6, 1997

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Thelma Lewis

Re: Articles of Amendment

Dear Ms. Lewis:

Enclosed is the \$52.50 certified copy fee for each of the following corporations:

- ESA 0174, Inc.
- ESA 0328, Inc.
- ESA 0381, Inc.
- ESA 0795, Inc.
- ESA 0869, Inc.
- ESA 0844, Inc.
- ESA 0302, Inc.
- ESA 0303, Inc.
- ESA 0789, Inc.

Please return a certified copy of each Amendment back to my attention as soon as possible.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call me at (954) 713-1734.

Sincerely,

Lauren Bronfman
Development Counsel

Enclosures

ARTICLES OF AMENDMENT
OF
ESA 0174, INC.

FILED
97 SEP 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(BY THE BOARD OF DIRECTORS WITH SHAREHOLDER APPROVAL)

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS ESA 0174, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE FOLLOWING ARTICLES SO THAT, AS AMENDED, SAID ARTICLES SHALL READ AS FOLLOWS:

1. Article 2. Purposes, is amended in its entirety to read as follows:

"Article 2. Purposes. The purpose of the Corporation is to engage in such activities and exercise such other powers permitted to corporations under the laws of the State of Florida except when in conflict with regulations and statutes controlling specific types of businesses."

2. Article 8. Indemnification, is amended in its entirety to read as follows:

"Article 8. Indemnification. The Corporation shall, to the fullest extent permitted by the Florida Business Corporations Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said code from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said code, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in said directors official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall enure to the benefit of the heirs, executors and administrators of such a person."

3. Article 9. Independent Director, is deleted in its entirety.

4. Article 10. Amendment of Bylaws, is amended in its entirety to read as follows:

"Article 10. Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation."

5. Article 11. Restriction on Corporate Action, is deleted in its entirety.

6. Article 12. Independent Director Consents, is deleted in its entirety.

7. Exhibit "A" legal description and all references thereto are deleted in their entirety.

THIRD: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON THE 18TH DAY OF SEPTEMBER 1997.

FOURTH: THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL.

VOTING GROUP DESIGNATION

<u>CLASS</u>	<u>NO. OF SHARES ENTITLED TO VOTE</u>	<u>NO. OF SHARES VOTED IN FAVOR</u>	<u>NO. OF SHARES VOTED AGAINST</u>
<u>Common</u>	<u>100</u>	<u>100</u>	<u>0</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THE NUMBER OF VOTES CAST FOR THE AMENDMENTS BY THE SHAREHOLDERS IN EACH VOTING GROUP WAS SUFFICIENT FOR APPROVAL BY THAT VOTING GROUP.

SIGNED THIS 18TH DAY OF SEPTEMBER, 1997

ESA 0174, Inc.
(NAME OF CORPORATION)

BY

Shawn R. Rubin

NAME

Vice-President

TITLE