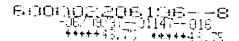
TRANSMITTAL LETTER

P97000036387

Department of State Division of Corporations P.O.Box 6327 Tallahassee ,FL 32314



SUBJECT:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF WE R MOTELS INC.

Enclosed is original and one(1) copy of the articles of amendment and a check for:

43.75

Filing Fee & Certificate

SECRETARY OF JAATION

FROM:

BERNARD R SUTTER

3036 BIG SKY BLVD.

KISSIMMEE FL 34744

(407)396-8929

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF WE R MOTELS 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:

97 JUH -9 PH 4

FIRST: ARTICLE VII.

INITIAL DIRECTORS

The name of the initial director of this Corporation and their street address is;

SHIRAZ M. DAMJI 3330 S. PINE OCALA, FLORIDA 34471

ARTICLE XIII.

OFFICERS

The officer of this Corporation and name of said officer who is to serve until the first meeting of the Board of Directors is:

PRESIDENT:

SHIRAZ M. DAMJI 3330 S. PINE OCALA, FLORIDA 34471

THIRD: The date of each amendments adoption: MAY 15, 1997

FOURTH: Adoption of amendment(s)

The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

The amendment(s) were approved by the board of directors The number of votes cast for the amendment(s) were sufficient for approval.

Signed this 22 day of MAY, 1997

ORIGINAL DIRECTOR AND PRESIDENT

MUNICIPAL AND PROPERTY OF AND

PRINT NAME: SHIRAZ M. DAMJI TITLE: PRESIDENT AND DIRCTOR

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OIVISION COCKPORATIONS
OIVISION -9 PH 4: 23

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