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97 OCT -2 PM 2:06
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 1, 1997

Via Federal Express

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Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: **Articles of Amendment to the Articles of Incorporation of Grand Inn Developers, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of $35.00 to cover your fee for filing this document.

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane Whitacre, Secretary to
J. Thomas Conroy, III

Encl.

N/C

VB OCT 9 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF

INCORPORATION OF GRAND INN DEVELOPERS, INC.

The undersigned, as the Officer of the corporation authorized to execute this document hereby certifies as follows:

> At a Special Joint Meeting of the Board of Directors and the Shareholders of this corporation, called and held according to the applicable provisions of the laws of the State of Florida, and this corporations' By-laws, on the 2nd day of September, 1997, at which meeting all of the members of the Board of Directors and all of the stockholders of record holding a majority of the issue in outstanding stock of this corporation were present and the following Resolution was duly and unanimously adopted:
>
> IT IS HEREBY RESOLVED by the Board of Directors an the shareholders of Grand Inn Developers, Inc. that the said Board of Directors and the shareholders deem it advisable, and hereby declare it to be advisable that the Article of Incorporation of Grand Inn Developers, Inc. be amended to change the corporation name from Grand Inn Developers, Inc. to Grand Inn of Naples, Inc., a Florida corporation.

IN WITNESS WHEREOF these Articles of Amendment are being executed and filed by the President, Vice President, Secretary and Treasurer of Grand Inn Developers, Inc., a Florida corporation, on behalf of Grand Inn Developers, Inc.

GRAND INN DEVELOPERS, INC.

By: ______________________________
Michael Kessous
Its: President, Vice President, Secretary and Treasurer

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of September, 1997 by MICHAEL KESSOUS, President, Vice President, Secretary and Treasurer of GRAND INN DEVELOPERS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ____________________ (type of identification) as identification and did

(did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.

Diane Whitacre

Signature

DIANE WHITACRE
MY COMMISSION # CC 467647
EXPIRES: August 10, 1999
Bonded Thru Notary Public Underwriters

(Type or print Name of Acknowledger)

(Title or Rank)

(Serial Number, if any)