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97 OCT 28 PM 12:05
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ORLANDO GATEWAY HOTEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Charles E. Githler, III, certifies that:

1. He is the President of Orlando Gateway Hotel, Inc., a Florida corporation, whose Articles of Incorporation were filed with the Secretary of State, State of Florida, on September 16, 1997.

2. The following amendment to the Articles of Incorporation was unanimously adopted and approved by the Board of Directors and by the Shareholders, at a special joint meeting, duly called for the purpose of adopting this Amendment and held on September 29, 1997 at 3:30 p.m. at which a majority of the Directors and Shareholders were present and voting thereat. The number of votes cast by the Shareholders was sufficient for approval.

3. ARTICLE III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE III - PURPOSE

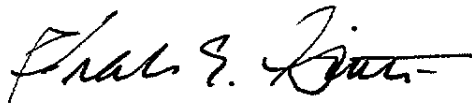
The sole purpose for the existence of the Corporation is to serve as the general partner of Orlando Main Gate Partners, Ltd., a Florida limited partnership, and to exercise all powers enumerated in the corporation laws of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.

4. Article X is added to the Articles of Incorporation as follows:

ARTICLE X - BANKRUPTCY

In the event management of the Corporation recommends that either the Corporation or Orlando Main Gate Partners, Ltd., or both, should seek relief under Title 11 of the United States Code (the Bankruptcy Code) by (a) filing a voluntary petition for relief under the Bankruptcy Code or (b) by consenting to the entry of an order for relief in the event of filing an involuntary bankruptcy petition, then it shall be a prerequisite to the filing of a voluntary petition or the consent to filing of an involuntary petition that a unanimous vote shall be made by all the Directors of the Corporation then serving to file a voluntary petition or consent to an involuntary petition for either the Corporation or Orlando Main Gate Partners, Ltd.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 24th day of Oct., 19 97.



Charles E. Githler, III, President