

Capitol Services, Inc.

1400 Hays St., Suite

Tallahassee, FL 32301

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Kathi or Brent

P97-88193

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Service Winter Haven, Inc.
(Corporation Name)

P97-88193
(Document #)

2. _____
(Corporation Name)

Amend
(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 2/20

☒ Certified Copy

☐ Mail Out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☒ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

FILED
FEB 20 PM 1:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
FEB 20 AM 11:13
DIVISION OF CORPORATION

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-02/20/02--01056--011
*****744.00 *****43.75

2/20/02

**ARTICLES OF AMENDMENT TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SERVICO WINTER HAVEN, INC.**

FILED
02 FEB 20 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERVICO WINTER HAVEN, INC. (the "Corporation") is a corporation duly organized and validly existing under the Florida General Corporation Act and does hereby certify as follows:

I.

The name of the Corporation is SERVICO WINTER HAVEN, INC.

II.

Article III(a) of the Articles of Incorporation of the Corporation is amended to read as follows:

The purpose for which the Corporation is organized is limited to: (i) acquiring, owning, leasing, operating, using and managing that certain real property commonly known as the Holiday Inn Winter Haven, located at 1150 3rd Street S.W., Winter Haven, Florida 33880 (the "Property"); (ii) entering into and performing its obligations under the credit agreement, among Lodgian Financing Corp., as borrower, Lodgian, Inc., its parent, Impac Hotel Group, LLC, Servico, Inc. and other affiliated entities, as affiliate guarantors, the initial lenders and initial issuing bank named therein, the collateral agent, the administrative agent, Morgan Stanley Senior Funding, Inc., as co-lead arranger, joint-book manager and syndication agent and Lehman Brothers, as co-lead arranger, joint-book manager and documentation agent relating to the financing or refinancing of the Property (the "Loan Agreement") which provides the lender thereunder with a first priority lien on the Property, any promissory-note evidencing indebtedness incurred pursuant to the Loan Agreement, any mortgage securing such indebtedness and encumbering the Property (the "Mortgage") and any other documents securing such indebtedness and any related collateral documents, each as amended (or pursuant to a consent obtained in accordance with the terms thereof) (collectively, the "Loan Documents"); (iii) entering into and performing its obligations under the Indenture (the "Indenture"), among Lodgian Financing Corp, as issuer, Lodgian, Inc., the Subsidiary Guarantors defined therein and Bankers Trust Corporation, as trustee, relating to the issuance of the 12¼% Senior Subordinated Notes due 2009 and the Guarantee in favor of the holders of the Notes; (iv) entering into a guarantee, and granting a lien on all of its assets, supporting the obligations of its parent, Lodgian, Inc., under the Revolving Credit and Guarantee Agreement, dated as of December 31, 2001 among Lodgian, Inc., as a debtor and a debtor-in-possession under Chapter 11 of the Bankruptcy Code and borrower, the subsidiaries of Lodgian, Inc. named therein, certain of which are debtors and debtors-in-possession under Chapter 11 of the Bankruptcy Code and a guarantor, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as Administrative Agent and Collateral Agent (the "Credit Agreement"), the Security and Pledge Agreement, dated as of December 31, 2001 among Lodgian, Inc. and each of the direct and indirect subsidiaries of Lodgian, Inc. party thereto and Morgan Stanley Senior Funding, Inc., as collateral agent for the secured parties (the "Security Agreement"), and such other agreements, instruments, certificates and other documents as are specified or required by either the Credit Agreement or the Security Agreement or any Agent or

Lender in connection therewith, each with all changes thereto and supplements, modifications, amendments and restatements thereof; and (v) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

III.

The changes made by these Articles of Amendment shall be effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

IV.

The amendment was unanimously adopted by the Corporation's sole shareholder and by the Corporation's board of directors on February 14, 2002.

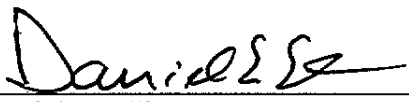
V.

These amendments were unanimously approved by the shareholders of the Corporation, upon the recommendation of the board of directors of the Corporation in accordance with the Florida General Corporation Act.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed as of the 14th day of February, 2002.

SERVICO WINTER HAVEN, INC.

By: 
Daniel E. Ellis
Secretary