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BASIC AMENDMENT

SERVICO WINTER HAVEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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. The first paragraph of Section B of Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following first paragraph of Section B:

"B. Notwithstanding any other provision in these Third Amended and Restated Articles of Incorporation (these "Articles") and any provision of law that otherwise so empowers the Corporation, until such time as all obligations of the Corporation represented by that certain loan (the "Loan") from Merrill Lynch Mortgage Lending, Inc. (the "Lender", which term includes its transferees, successors and assigns and any future lender in connection with a loan) on or about the date of these Articles of Amendment, and any loan made in the future, in either case secured by, among other things, a mortgage, deed of trust, or deed to secure debt (collectively, "Instruments") on the Property and/or pledges of equity interests in the Corporation and such other properties as are more particularly described in the Loan Documents and by other related loan documents (collectively with the Instruments, the "Loan Documents") shall be discharged and the lien of the Instruments and the other Loan Documents shall be released from the Property."

III. Section C of Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following Section C:

"C. The Corporation's Board of Directors shall at all times have at least two members who are each an "Independent Director."

An "Independent Director" means an individual who shall not have been at the time of such individual's appointment or at any time while serving as a director of the Corporation or any of its affiliates, and may not have been at any time during the preceding five years (i) a stockholder, director (other than as an independent director/member), officer, employee, partner, attorney or counsel of the Corporation or any affiliate of the Corporation (except that such individual may be an independent director of any other affiliate of the foregoing), (ii) a customer, supplier or other person who derives any of its purchases or revenues from its activities with the Corporation or any affiliate of the Corporation (other than a company that provides professional independent directors and which also may provide other ancillary corporate, partnership, company or trust services to the Corporation or its affiliates in the ordinary course of business (for example,

The Corporation Trust Company)), (iii) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person, or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other person. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question; and the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a person, whether through ownership of voting securities, by contract or otherwise.

In the event of the death, incapacity, resignation or removal of an Independent Director, the Corporation's Board of Directors shall promptly appoint a replacement Independent Director."

III. The amendment (this "Amendment") made by these Articles of Amendment was duly adopted by the sole Shareholder of the Corporation and by the unanimous vote of the Board of Directors of the Corporation on June 21, 2004 in accordance with the Florida General Corporation Act.

IV. This Amendment was duly approved and adopted by the sole shareholder of the Corporation upon the recommendation of the Board of Directors of the Corporation in accordance with the Florida General Corporation Act.

V. This Amendment shall be effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

[SIGNATURE ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be duly executed on this 22nd day of June, 2004.

SERVICO WINTER HAVEN, INC.

By: 

Daniel E. Ellis, Vice President/Secretary