



**THE UNITED STATES
CORPORATION**
COMPANY

P98000040967

ACCOUNT NO. : 072100000032

REFERENCE : 926375 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 13, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 926375-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
Breier And Seif, P.a.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

600002615016--3
-08/13/98--01070--015
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: ROYAL PALM HOSPITALITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 AUG 13 PM 12:14
DIVISION OF CORPORATION

FILED
98 AUG 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JW 8/21

Law Offices
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NORTHBRIDGE CENTRE, SUITE 910
WEST PALM BEACH, FL 33401-4325
TELEPHONE (561) 659-7005

August 12, 1998

Division of Corporations
409 E. Gaines Street
Old Jail
Tallahassee, Florida 32399

Re: Name change--Royal Palm Hospitality, Inc. to RPHFLA, Inc.

Dear Sir:

Enclosed herewith is the proposed First Amendment to the Articles of Incorporation for Royal Palm Hospitality, Inc. together with a check in the amount of \$87.50 in payment of the requisite fee.

Upon approval, kindly return a certified copy of the said Charter to me, a photostatic copy of which is enclosed for said purpose.

Thank you for your early attention to the foregoing.

Very truly yours,


ALISON P. HERMAN

APH:mr
Enclosures
Check \$87.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 13, 1998

CSC
JANNA
TALLAHASSEE, FL

SUBJECT: ROYAL PALM HOSPITALITY, INC.
Ref. Number: P98000040967

We have received your document for ROYAL PALM HOSPITALITY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00042145

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 AUG 20 PM 4:13
DIVISION OF CORPORATION

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION

FILED
98 AUG 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole Incorporator of ROYAL PALM HOSPITALITY, INC., a Florida corporation, does hereby manifest his intention that ARTICLE I of the Articles of Incorporation of ROYAL PALM HOSPITALITY, INC., filed in the office of the Secretary of State of Florida on May 6, 1998, be amended effective August 13, 1998, so that ARTICLE I of the Articles of Incorporation shall now read and provide as follows:

ARTICLE I

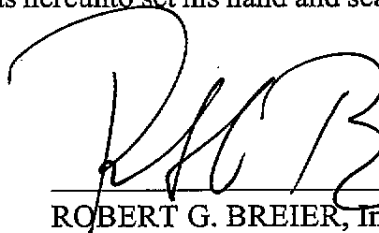
CORPORATE NAME

The name of the corporation shall be:

RPHFLA, INC.

This First Amendment was adopted by the Incorporator on the 12th day of August, 1998, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, he has hereunto set his hand and seal this 12th day of August, 1998.



ROBERT G. BREIER, Incorporator

I, , hereby certify that ROBERT G. BREIER is the sole Incorporator of ROYAL PALM HOSPITALITY, INC., and this proposed amendment was approved by the Incorporator of

ROYAL PALM HOSPITALITY, INC., at a meeting held August 12, 1998, without shareholder action and shareholder action was not required.

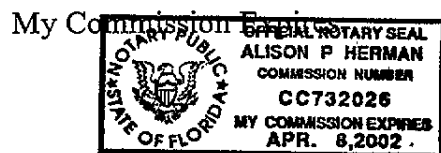


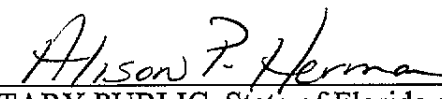
ROBERT G. BREIER, Incorporator of
ROYAL PALM HOSPITALITY, INC.

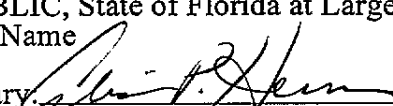
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

Before me personally appeared ROBERT G. BREIER, Incorporator of ROYAL PALM HOSPITALITY, INC., (✓) personally known or () who produced _____ as identification and known to be the person who executed the foregoing as such Incorporator and he acknowledged that he executed the same for the purpose therein expressed and the statements herein contained are true.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of August, 1998.





NOTARY PUBLIC, State of Florida at Large
Printed Name
Of Notary 

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