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LAW OFFICES

THOMAS J. WOOLLEY, JR.

PROFESSIONAL ASSOCIATION

FIRST FINANCIAL PLAZA, SUITE 408

639 EAST OCEAN AVENUE

BOYNTON BEACH, FLORIDA 33435

MAILING ADDRESS:

POST OFFICE DRAWER JJ

BOYNTON BEACH, FLORIDA 33425

TELEPHONE (561) 737-4818

TELECOPIER (561) 737-4819

July 22, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Delray Inn, Inc.

900002598979--0
-07/27/98--01037--018
*****35.00 *****35.00

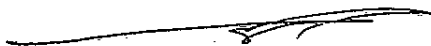
Dear Sir/Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of The Delray Inn, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
4. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

FILED
98 JUL 27 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
7-29-98
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE DELRAY INN, INC.

FILED
98 JUL 27 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following amendment to its Articles of Incorporation:

FIRST: Amendment adopted: ARTICLE VI is amended as follows:

GENE MOORE has resigned as Registered Agent of the corporation and MICHAEL C. KLASFELD has accepted and agreed to serve in this capacity. The principal office and/or mailing address of the corporation is 70 Southeast 4th Avenue, Delray Beach, Florida 33483. The Certificate of Designation of the new Registered Agent/Registered/Office is attached hereto.

SECOND: Amendment adopted: ARTICLE VII is amended as follows:

The resignation of GENE MOORE as Director is accepted and the following individual is elected to serve as sole Director by a unanimous vote of the Shareholders: MICHAEL C. KLASFELD, 70 Southeast 4th Avenue, Delray Beach, Florida 33483.

THIRD: The effective date of this amendment is the date hereof.

FOURTH: Adoption of amendments were approved by a unanimous vote of the Shareholders and Directors.

EXECUTED this 23rd day of July, 1998.


MICHAEL C. KLASFELD, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is The Delray Inn, Inc.


2. The name and address of the registered agent and office is:

Michael C. Klasfeld
(NAME)

70 Southeast 4th Avenue
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Delray Beach, Florida 33483
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)
MICHAEL C. KLASFELD

7/23/96
(DATE)