

FRG

PHONE NO. : 9042555210

OCT. 14 1998 11:30P

P98000052818

WELLS, REVIS, ELTON & GARDNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

JERRY B. WELLS

JOHN C. REVIS

ROBERT W. ELTON

ELIZABETH A. BLACKBURN-GARDNER

648 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114

TELEPHONE (904) 253-3676

FACSIMILE (904) 255-6240

October 13, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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-10/15/98--01070--001

*****35.00 *****35.00

Re: Historical Properties, Inc.

Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Amendment to the Articles of Incorporation for the above named corporation together with our check in the sum of \$35.00 representing the amount of the filing. Please send us a copy of the document at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, do not hesitate to call me.

Sincerely,



Nicole M. Blankenship

Legal Assistant

NMB

Encls.

FILED
98 OCT 29 AM 11:20
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Amend

Nicole Blankenship gave authorization
to delete words in the 2nd paragraph
of Doc. 10/30 88

VS

OCT 30 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

NICOLE M. BLANKENSHIP
648 SOUTH RIDGEWOOD AVE.
DAYTONA BEACH, FL 32114

SUBJECT: HISTORICAL PROPERTIES, INC.
Ref. Number: P98000052818

We have received your document for HISTORICAL PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 798A00052027

FROM :

PHONE NO. : 9042556240

Oct. 28 1998 05:40PM P2

WELLS, REVIS, ELTON & GARDNER, P.A.
ATTORNEYS AND COUNSELORS AT LAW

JERRY B. WELLS
JOHN C. REVIS
ROBERT W. ELTON
ELIZABETH A. BLACKBURN-GARDNER

648 SOUTH RINGWOOD AVENUE
DAYTONA BEACH, FLORIDA 32114
TELEPHONE (904) 253-3676
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October 13, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: Historical Properties, Inc.

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If you have any questions regarding the foregoing, do not hesitate to call me.

Sincerely,



Nicole M. Blankenship
Legal Assistant
NMB
Encls.

*Rec'd 10/29
Div. of Corp*

FROM :

PHONE NO. : 9042556240

Oct. 28 1998 05:40PM P3

FILED
98 OCT 29 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE ARTICLES
OF
INCORPORATION OF
HISTORICAL PROPERTIES, INC.**

The Articles of Incorporation of HISTORICAL PROPERTIES, S INC., filed on June 12, 1998 are hereby amended as follows:

On October 14, 1998, at a special meeting of the shareholders and officers of the corporation, the following amendments were unanimously approved by ^{VS} ~~the majority~~ of the shareholders and officers of the corporation:

ARTICLE II - NATURE OF BUSINESS

This corporation is formed for the sole purpose of purchasing, financing and operating the Holiday Inn Historic Area, located at 1300 Ponce de Leon Boulevard, St. Augustine, St. Johns County, Florida. This corporation is prohibited from incurring any indebtedness other than the first mortgage held by Univest Mortgage Capital, LLC., which secures the loan, the GMAC loan which provides funds for the remodeling of the Holiday Inn Historic Area, and an unsecured loan in favor of Leisure Inns, Inc., the Seller in the purchase and sale transaction of the Holiday Inn Historic Area, with no subordinate indebtedness or loans from shareholders to the corporation. The corporation cannot give guarantees of any debt or

FROM :

PHONE NO. : 9042556240

Oct. 28 1998 05:41PM P4

obligation of another. Unsecured trade debt arising from the daily operations and management of the property is permissible.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually, and is prohibited from any dissolution, liquidation, consolidation, merger or asset sale as long as the loan to Univest Mortgage Capital, LLC is outstanding.

ARTICLE IV - REGISTERED AGENT

The street address of the registered office of the corporation shall be 1300 Ponce de Leon Boulevard, St. Augustine, Florida, and the name of the registered agent of the corporation at that address is Narendra C. Patel.

ARTICLE VII - AMENDMENTS

This corporation is prohibited from amending its articles and by-laws with respect to Article II, so long as the loan to Univest Mortgage Capital, LLC is outstanding.

The undersigned have executed this Amendment to the Articles of Incorporation of HISTORICAL PROPERTIES, INC., this 14th day of October, 1998.

HISTORICAL PROPERTIES, INC.
a Florida corporation

BY:


NARENDRA C. PATEL, its President

(Corp. Seal)

FROM :

PHONE NO. : 9042556240

Oct. 28 1998 05:41PM P5

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



NARENDRA C. PATEL