

**MARTINEZ & GUTIERREZ**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW  
COURVOISIER CENTRE II  
601 BRICKELL KEY DRIVE, SUITE 501  
MIAMI, FLORIDA 33131-2651

TELEPHONE (305) 577-4500  
TELEFAX (305) 577-8690

**FILED**

99 MAY 10 PM 12:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P98000058829**

May 7, 1999

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002869895--4

-05/10/99--01129--021

\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: SIESTA HOTELS PROPERTIES INC.**

Dear Sir/Madam:

Enclosed please find for filing original Articles of Amendment of the above named corporation, along with a photocopy of the foregoing. Also enclosed is a check payable to the Secretary of State in the amount of \$43.75 to cover the Filing Fee.

Please return a certified copy of the enclosed Articles of Amendment to the undersigned at your earliest opportunity.

Thank you for your assistance in this matter.

Sincerely yours,

Renaldy J. Gutierrez

Encs.

Amend  
5-18-99  
RJS

ARTICLES OF AMENDMENT  
OF

SIESTA HOTELS PROPERTIES INC.

**FILED**

99 MAY 10 PM 12:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Siesta Hotels Properties Inc., a Florida corporation, organized and existing under the laws of the State of Florida (hereinafter "the Corporation"), under its corporate seal and the hands of its duly authorized officers does hereby certify and deliver for filing with the Department of State these Articles of Amendment to its Articles of Incorporation, pursuant to Section 607.1006 of the Florida Statutes:

1. The name of the corporation is Siesta Hotels Properties Inc.
2. The Corporation has been assigned Florida Department of State Document Number P98000058829.
3. The Board of Directors and the Shareholders of the Corporation by unanimous joint consent of all of the Directors and Shareholders taken in lieu of a meeting on April 30, 1999 adopted the following resolutions:

RESOLVED, to amend **Article V - Authorized shares** of the Articles of Incorporation of Siesta Hotels Properties Inc. which shall read as follows:

**"ARTICLE V - Authorized shares:** The Corporation is authorized to issue 1,188,224 shares having a par value of \$1.00 each. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares

may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable. The Shareholders shall have no preemptive rights."

IN WITNESS WHEREOF, the undersigned officers of this Corporation have executed these Articles of Amendment on May 7, 1999.

**Siesta Hotels Properties Inc.**

By: \_\_\_\_\_

Fernando Hoffmann Perez  
President and Secretary

STATE OF FLORIDA           )  
  )ss:  
COUNTY OF MIAMI -DADE)

BEFORE ME, the undersigned authority, personally appeared, Fernando Hoffmann Perez, President and Secretary of Siesta Hotels Properties Inc. who is personally known to me and known to be the person described in or who has identified himself with \_\_\_\_\_ and who subscribed the above Articles of Amendment, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 7th day of May, 1999.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

