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P98000083996

December 11, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed are the Articles of Amendment regarding Park Inn Acquisition Corp. Also, enclosed is our check in the amount of \$43.75; \$35.00 for the Articles of Amendment and \$8.75 for a certified copy.

Thank you for your attention to this matter.

Very truly yours,

Brian M. Mark
Brian M. Mark, Esq.

BMM:tm

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PARK INN ACQUISITION CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: "Article I. Corporate Name" is hereby amended as follows:

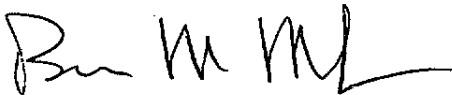
ARTICLE I. CORPORATE NAME.

The name of this corporation is: **WESTAMERICA
ACQUISITION CORP.**

SECOND: The date of the above amendment^{is} ~~is~~ ^{adoption} December 11, 1998.

THIRD: Adoption Of Amendment: The amendment was adopted by the incorporator and no shareholder action was required.

The undersigned has executed these articles of amendment to the articles of incorporation on the 11th day of December, 1998.



Brian M. Mark, Incorporator

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TALLAHASSEE, FLORIDA