PSONO 364 TIMOTHY G. HAYES & ASSOCIATES, P.A. 364

Lakeview Professional Center 21859 State Road 54, Suite 200 • Lutz, Florida 33549

TIMOTHY G. HAYES Telephone 813/949-6525 • Fax 813/949-6433

April 7, 1999

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

Re: Ideal Three Corp.

Document #P98000101364

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above corporation, along with a check in the amount \$35.00 for the filing fee.

700002834707--1 -04/09/99--01061--020 *****35.00 *****35.00

Sincerely yours,

DEBRAH MAYWORTH

Legal Assistant

HAYES & ASSOCIATES, P.A.

21859 State Road 54, Suite 200

Lutz, Florida 33549

(813) 949-6525

/dm Encls.

W99-8960

N,



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 15, 1999

DEBRAH MAYWORTH, LEGAL ASSISTANT HAYES & ASSOCIATES, P.A. 21859 STATE ROAD 54, SUITE 200 LUTZ, FL 33549

SUBJECT: IDEAL THREE CORP. Ref. Number: P98000101364

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

IN THE FIRST PARAGRAPH OF THE ARTICLES OF AMENDMENT, THE CORPORATE DOCUMENT NUMBER AND ORIGINAL FILING DATE ARE INCORRECT. PLEASE CORRECT. SEE THE ATTACHED COMPUTER PRINT-OUT.

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) 487-6880.

Karen Gibson Corporate Specialist

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Letter Number: 699A00019100

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

IDEAL THREE CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed December 4, 1998, #P98000101364.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I shall be amended to change the name of the corporation:

From: IDEAL THREE CORP.

To: PIER HOTEL, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption:

FOURTH: Adoption of amendment: (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval
- \square The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day of April, 1999.

Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name