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June 5, 1999

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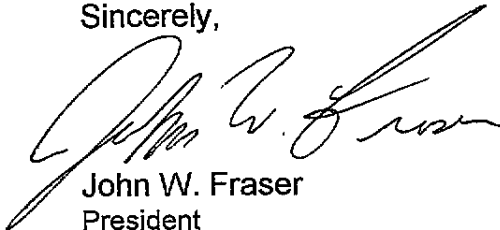
Sir or Madam;

Enclosed you will find the Amendment to the Articles of Incorporation of
St. Augustine Inn, Inc. showing the changed name to the following:

Inn of Historic Nights, Inc.

We are enclosing the processing fee of \$35.00.

Sincerely,


John W. Fraser
President

Donovan & Bell, CPA's PA
1750 ATA South, Suite D • St. Augustine, Florida 32084

NC
6-16-99
BMS

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99 JUN 11 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE INN, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes,
the undersigned corporation adopts the following articles of
amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: —

The name of this corporation shall be Inn of Historic Nights, Inc.

Second:

The date of the amendments adoption: June 1, 1999

Third:

Adoption of the Amendment was approved by the shareholders.
The number of votes cast for the amendment was sufficient for
approval.

Signed this first day of June, 1999.

By: 

John W. Fraser. President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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