

P99000071353

MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447
e-mail: bizlaw@mirkinwoolf.com

November 24, 1999

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

400003056004--5
-11/29/99--01149--008
*****87.50 *****43.75

RE: Articles of Amendment

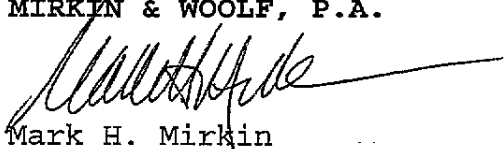
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Coconut Grove Hotel Development, Inc. along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/ltv

Enclosures

cc: Robert T. Jones

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 PM 3:37

Amend
NFS 12-7-99

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

COCONUT GROVE HOTEL DEVELOPMENT, INC.

Pursuant to the provisions of the Florida Statutes, on August 12, 1999 the then sole shareholder and sole director of Coconut Grove Hotel Development, Inc., a Florida corporation (the "Corporation"), adopted the following resolution by written consent:

RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the authorized capital to ten million (10,000,000) shares of common stock, decrease the par value of the authorized shares of common stock to one cent (\$0.01) and eliminate preemptive rights.

The number of votes cast for the subject resolution by such shareholder was sufficient for approval.

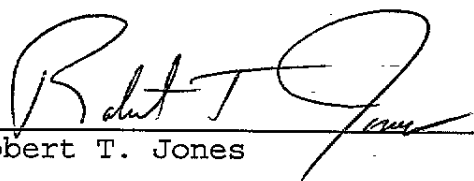
NOW THEREFORE, in accordance with the foregoing resolution,

Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

The total number of shares of common stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share.

Article V of the Corporation's Articles of Incorporation is deleted in its entirety.

IN WITNESS WHEREOF, the Vice President of the Corporation has executed and submitted this instrument this 24 day of November, 1999.


Robert T. Jones

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 PM 3:37