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06 JUN 23 AM 9:07
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BETSY ROSS HOTEL CORP.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BETSY ROSS HOTEL CORP.**

FILED
06 JUN 23 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Betsy Ross Hotel Corp., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the shareholders of the Corporation approved such amendments by means of a unanimous written consent effective as of June 23, 2006. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted, and proposed and recommended for action by the shareholders, by the Board of Directors by unanimous written consent effective as of June 23, 2006.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

ARTICLE I

The name of this corporation is Betsy Ross Hotel Corp. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is c/o CorpDirect Agents, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

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ARTICLE V

The street address of the Company's initial registered agent and office is, 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the directors' or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

Except for the foregoing, the Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

[Signatures on Following Page]

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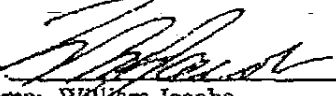
From: Katie Wonsch

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IN WITNESS WHEREOF, the undersigned, for the purpose of restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation as of June 23, 2006.

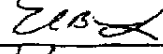
BETSY ROSS HOTEL CORP.

By: 
Name: William Jacobs
Title: Vice-President & Assistant Secretary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Betsy Ross Hotel Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPDIRECT AGENTS, INC.

By: 
Name: Ed Lary
Title: ASST Secretary

Dated: June 23, 2006

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