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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801654 7138101

AUTHORIZATION *Patricia Pijets*

COST LIMIT : \$ 35.00

ORDER DATE : July 13, 2004

ORDER TIME : 12:33 PM

ORDER NO. : 801654-005

CUSTOMER NO: 7138101

CUSTOMER: Ms. Lorna Kern
Wyndham International
Suite 6001
1950 Stemmons Frwy
Dallas, TX 75207

CHANGE OF AGENT

NAME: GRAND BAY MANAGEMENT COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward -- EXT#

EXAMINER: _____

STATEMENT OF CHANGE IN RESIDENT AGENT PURSUANT TO FLORIDA STATUTE 607.0502
FOR GRAND BAY MANAGEMENT COMPANY, A FLORIDA CORPORATION

Grand Bay Management Company (the "Company") files this statement in accordance with Florida Statute 607.0502 for a change in the Registered Agent of the Company as follows:

1. The name of the Company is: Grand Bay Management Company
2. The street address for the current registered address of the Company is: 3250 Mary Street, 5th Floor, Miami, Florida 33133.
3. The current registered office will be changed and the new Registered Office street address for the Company is as follows:
Corporation Service Company
1201 HAYS STREET
Tallahassee, FL 32301
4. The name of the current Registered Agent for the Company is: Sherwood M. Weiser.
5. The current registered agent will be changed and the name of the new registered agent for the Company is: Corporation Service Company
The new Registered Agent has consented to his/her/its appointment as set forth below.
6. This change in Resident Agent was authorized by a Resolution duly adopted by the Board of Directors or by an officer of the Company authorized by the Board of Directors.

WHEREFORE, the undersigned as Vice President of Grand Bay Management Company does hereby certify to the above change of Registered Agent, this 15th day of December 2003.

GRAND BAY MANAGEMENT COMPANY

By: 

Name: MARK Chloupek Title: Vice President

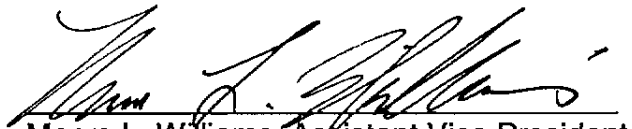
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, Marva L. Williams on behalf of Corporation Service Company having been named as the Resident Agent of the Company, to accept service of process within the State of Florida for the Company at the place designated above, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her/its duties.

Signed this 13th day of July, 2004.

Corporation Service Company


Marva L. Williams, Assistant Vice President