

STATE OF ALABAMA)

HOUSTON COUNTY)

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SUNBELT HOTEL ENTERPRISES, INC.**

Inst # 1998-01083

01/12/1998-01083
01:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
15.00
005 MCD

KNOW ALL MEN BY THESE PRESENTS, that the Larry G. Blumberg, as President, and Richard H. Blumberg, as Secretary of **SUNBELT HOTEL ENTERPRISES, INC.**, do hereby declare that on the 22 day of December, 1997, the shareholders of said Corporation did adopt Amendments to the Articles of Incorporation of the said Corporation as follows:

1. Article Three is hereby deleted in its entirety and in lieu thereof the following is added:

ARTICLE THREE

PURPOSE

The purpose for which this corporation is formed shall be as follows:

- (i) To own, operate and manage a real estate project known as Fairfield Inn located in Birmingham, Alabama; a Courtyard by Marriott located in Pensacola, Florida; and a Fairfield Inn and Courtyard by Marriott located in Tuscaloosa, Alabama (the "Property"), pursuant to and in accordance with the Articles of Incorporation; and

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(ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Alabama as are incidental, necessary or appropriate to the foregoing.

2. The following Articles Nine and Ten are added:

ARTICLE NINE

LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Three;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property from Union Capital Investments, LLC (the "First Mortgage") and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make

any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

ARTICLE TEN

SEPARATENESS PROVISIONS

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; and
- (d) hold regular Board of Directors and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities.

The Corporation shall not:

- (aa) commingle its assets or funds with those of any other person; or
- (bb) guarantee or pay the debts or obligations of any other person.

The shareholder vote required to adopt Amendments to the Articles of Incorporation is a majority (51%). The number of shares outstanding and entitled to vote is 100. The vote for the Amendment was unanimous.

The Amendment did not require an exchange, reclassification or cancellation of issued shares of capital stock.

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Dated at Dothan, Alabama, this the 22 day of December, 1997.

Sunbelt Hotel Enterprises, Inc.

Larry G. Blumberg
By: Larry G. Blumberg, President

Witness:

Date:

Sharon Olson

12/22/97

John Watson
John Watson, Director/Shareholder

Sharon S. Powell

12/22/97

Hayne Hollis
Hayne Hollis, Director/Shareholder

Sharon S. Powell

12/22/97

Larry Blumberg
Larry Blumberg, Director/Shareholder

Sharon S. Powell

12/22/97

Richard Blumberg
Richard Blumberg, Director/Shareholder

Sharon S. Powell

12/22/97

Barry Kraselsky
Barry Kraselsky, Director/Shareholder

Sharon S. Powell

12/22/97

Helen B. Lifland
Helen B. Lifland, Director/Shareholder

By: Larry G. Blumberg, Attorney-in-Fact
For Helen B. Lifland

CERTIFICATE OF SECRETARY

The undersigned, as Secretary of **SUNBELT HOTEL ENTERPRISES, INC.**, an Alabama Corporation, does hereby certify that all of the directors and all of the shareholders of said Corporation have given their consent to the adoption of the foregoing Amendment to the Articles of Incorporation.

Witness my hand and seal this 22 day of December, 1997.

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Richard H. Blumberg
Richard H. Blumberg, Secretary

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STATE OF ALABAMA,
HOUSTON COUNTY.

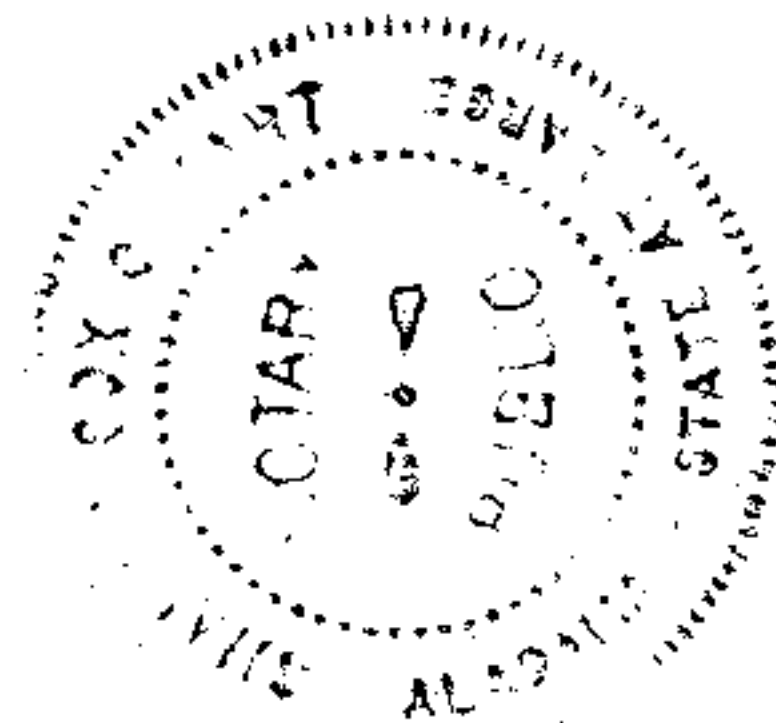
Before me, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that **Richard H. Blumberg**, as **Secretary of Sunbelt Hotel Enterprises, Inc.**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed on behalf of said corporation the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 22nd day of December, 1997.

Shalah Cox Conant
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires
12/1/99

Ref.
This Instrument Was Prepared By:
Edward M. Price, Jr.
FARMER, PRICE, HORNSBY & WEATHERFORD, L.L.P.
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Sec. State Fee	0.00
PJ Fee	10.00
Name Res. Fee	0.00
Clocking Fee	0.00
SPJ Fee	5.00
TOTAL	15.00

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