

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
ARTICLES OF AMENDMENT

1079-579

To The Articles of Incorporation of

ROYAL SCOTSMAN INNS CORPORATION

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Secretary of State

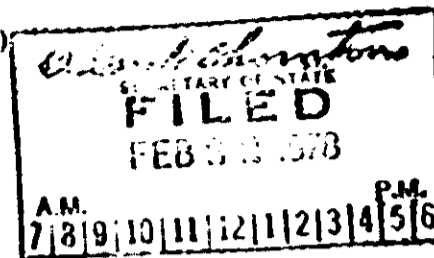
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C. B. 18660

Date FEB 13 1978

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Pursuant to Authority of Section 12-19.6 the South Carolina Code of 1962 as amended, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is ROYAL SCOTSMAN INNS CORPORATION
2. The Registered Office of the Corporation is Piedmont East, 37 Villa Dr., Suite 102
(Street and No.)
in the City of Greenville, County of Greenville and
the State of South Carolina and the name of the Registered Agent at such address is
Edward T. Keen or James J. Manly

(Complete item 3 or 4 whichever is relevant)

3. a. The following Amendment of the Articles of Incorporation was adopted by the shareholders of the Corporation on February 7, 1978

(Text of Amendment)

The Company's name is changed from Royal Scotsman Inns Corporation to R S I Corporation.

MAY 18 1978

Date _____

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

Edward T. Keen
SECRETARY OF STATE OF SOUTH CAROLINA

- b. At the date of adoption of the Amendment, the total number of all out-standing shares of the Corporation was 1,012,000. The total of such shares entitled to vote, and the vote of such shares was:

Total Number of Shares Entitled to vote	Number of Shares Voted	
	For	Against
1,012,000	762,659	1,920

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