

ARTICLES OF AMENDMENT (Continued)

va 1079 no 550

c. At the date of adoption of the Amendment, the number of outstanding shares of each class entitled to vote as a class on the Amendment, and the vote of such shares, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Voted Against</u>
NONE			

4. a. Prior to the organizational meeting the Corporation and with the consent of the subscribers, the

following Amendment was adopted by the Incorporator (s) on N/A

(Text of Amendment)

b. The number of withdrawals of subscribers, if such be the case is

c. The number of Incorporators are and the number voting for the Amendment was

and the number voting against the Amendment was

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation or issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "no change")

All shareholders will be provided new certificates of stock bearing the name R S I Corporation and having a par value of five cents (\$.05) per share in exchange for the present outstanding certificates which bear the name Royal Scotsman Inns Corporation and have a par value of One Dollar (\$1.00) per share. The exchange will occur on a share for share basis. The Company will bear the cost of issuing the new certificates. However, new certificates will not be issued by the Company until the shareholders return their old certificates to the Company. Shareholders will be expected to bear the cost of remitting their old shares to be exchanged for new certificates. The old certificates, however, may still be traded and sold despite the change in the Company's name and the par value of its common stock; as these old certificates pass through the Company's transfer agent, new certificates reflecting the change in name and par value will be issued.

0.580

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