Delaware

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Davidson County CHARTERFGN
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20121002-0089681

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GAYLORD HOTELS, INC.", CHANGING ITS NAME FROM "GAYLORD HOTELS, INC." TO "RHP HOTELS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2012, AT 1:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF OCTOBER, A.D. 2012.

3655809 8100

121060484

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9867075

DATE: 09-24-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:55 PM 09/24/2012
FILED 01:36 PM 09/24/2012
SRV 121060484 - 3655809 FILE

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF GAYLORD HOTELS, INC.

Pursuant to Section 242 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation hereby adopts the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Gaylord Hotels, Inc.

2. The amendment adopted is as follows:

Article 1 shall be deleted and replaced in its entirety with the following:

"The name of the corporation is RHP Hotels, Inc."

3. The amendment was duly adopted on September 21, 2012 by the Board of Directors of the corporation pursuant to an action on written consent in accordance with Section 141(f) of the DGCL. The amendment was duly adopted by the sole stockholder of the corporation on September 21, 2012 in accordance with Section 228 of the DGCL.

4. This amendment shall become effective on October 1, 2012.

Dated as of September 21, 2012.

GAYLORD HOTELS, INC.

By: _____
Name: Carter R. Todd
Title: Vice President and Secretary

11163417.1

Affidavit

I, Danielle Burns , do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Danielle Burns

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth F. Arnold, a notary public for this county and state, Danielle Burns

who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold

Notary signature

My Commission Expires: August 17, 2015

Notary Seal:

