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TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: February 23, 2000
RE: Snookbush Hotel, Inc.

FILE NO. W-50,112

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

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-02/29/00--01005--014
*****78.75 *****78.75

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION.
2. CHECK FOR \$78.75, COVERING:
\$ 35.00 FILING FEE
8.75 CERTIFIED COPY
35.00 REGISTERED AGENT

FILED
00 FEB 28 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF INCORPORATION, STAMP THE COPY PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

/s/ FRANK C. WHIGHAM

FRANK C. WHIGHAM, ESQUIRE

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Fit 3/7/2000

ARTICLES OF INCORPORATION
OF
SNOOKBUSH HOTEL, INC.

FILED
00 FEB 28 PM 2: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **SNOOKBUSH HOTEL, INC.**, located at 200 W. First Street, Sanford, FL 32771.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 W. First Street, Sanford, Florida, 32771, and the name of the initial Registered Agent of this corporation located at that address is **Frank C. Whigham**.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Frank C. Whigham 200 W. First Street
 Sanford, FL 32771

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these Articles are:

Frank C. Whigham 200 W. First Street
 Sanford, FL 32773

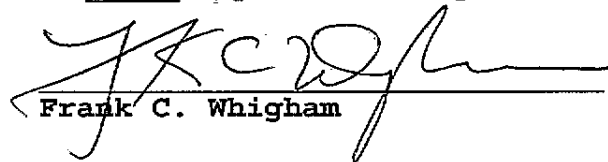
ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23 day of February, 2000.


Frank C. Whigham

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

FILED
00 FEB 28 PM 2: 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me by Frank C. Whigham, personally known to me, this 23 day of February, A.D., 2000, or who produced _____ as identification.



Tracy L. Holman
Notary Public
Print Name: Tracy L. Holman

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

SNOOKBUSH HOTEL, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **SNOOKBUSH HOTEL, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 200 W. First Street, Sanford, FL 32773, has named **Frank C. Whigham** located at 200 W. First Street, Sanford, County of Seminole, State of Florida 32773, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Frank C. Whigham
Frank C. Whigham

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