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CUSTOMER: David L. Foster, Esq
Foster & Foster

555 Fourth Street North

Saint Petersburg, FL 33701

700004488197--0

DOMESTIC FILING

NAME: ARVILLA MOTEL, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

LD
7/20/01

2001 JUL 20 PM 1:00

OFFICE OF FILING
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 JUL 20 PM 2:36

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**ARTICLES OF INCORPORATION
OF
ARVILLA MOTEL, INC.**

2001 JUL 20 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

ARTICLE I - INDEX

	<u>Page</u>
ARTICLE I - INDEX	1
ARTICLE II - NAME	1
ARTICLE III - DURATION	1
ARTICLE IV - PURPOSE	2
ARTICLE V - CAPITAL STOCK	2
ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION	2
ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT	3
ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS	3
ARTICLE IX - INITIAL DIRECTOR	3
ARTICLE X - INITIAL OFFICERS	4
ARTICLE XI - INDEMNIFICATION	4
ARTICLE XII - BY-LAWS	4
ARTICLE XIII - AMENDMENT	4

ARTICLE II - NAME

The name of the corporation shall be: **ARVILLA MOTEL, INC.**

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To own and operate motels, hotels, apartments and other real estate for rental purposes; to rent and lease rooms, apartments and other accommodations to the public; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 10,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be:

**11160 - 5th Street East
Treasure Island, Florida 33706**

ARVILLA MOTEL, INC.

Articles of Incorporation

Page Three

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be **11160 - 5th Street East, Treasure Island, Florida 33706**, and the name of the initial registered agent of the corporation at that address is **CASIMIR M. KOWALCZYK**.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The names and addresses of the incorporators and initial stockholders of this corporation are:

**CASIMIR M. KOWALCZYK
11160 - 5th Street East
Treasure Island, Florida 33706**

**JOANN M. KOWALCZYK
11160 - 5th Street East
Treasure Island, Florida 33706**

ARTICLE IX - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time by the stockholders. The names and addresses of the initial directors of this corporation are:

**CASIMIR M. KOWALCZYK
11160 - 5th Street East
Treasure Island, Florida 33706**

**JOANN M. KOWALCZYK
11160 - 5th Street East
Treasure Island, Florida 33706**

Said directors shall hold office until their successors are duly elected by the stockholders.

ARVILLA MOTEL, INC.

Articles of Incorporation

Page Four

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Directors, in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

CASIMIR M. KOWALCZYK	-	President
11160 - 5th Street East		
Treasure Island, Florida 33706		

JOANN M. KOWALCZYK	-	Secretary and
11160 - 5th Street East		Treasurer
Treasure Island, Florida 33706		

Said officers shall hold office until their successors are duly elected by the directors.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

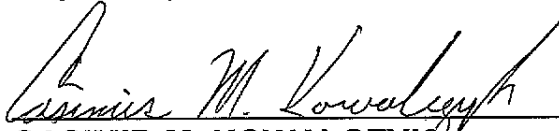
ARVILLA MOTEL, INC.
Articles of Incorporation

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TALLAHASSEE, FLORIDA

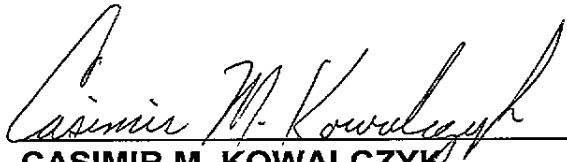
IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 19th day of July, 2001.

 (SEAL)
CASIMIR M. KOWALCZYK

 (SEAL)
JOANN M. KOWALCZYK
INCORPORATORS

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and
responsibilities as Registered Agent for said Corporation beginning this 19th
day of July, 2001.

 (SEAL)
CASIMIR M. KOWALCZYK
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
State and County aforesaid to administer oaths and take acknowledgments, personally
appeared CASIMIR M. KOWALCZYK and JOANN M. KOWALCZYK, who are
personally known to me and known to me to be the persons described in and who
executed the foregoing ARTICLES OF INCORPORATION of ARVILLA MOTEL, INC.,
as the Incorporators and CASIMIR M. KOWALCZYK, as the Registered Agent of
said corporation, who after being by me first duly sworn depose and say that the
statements contained in said instrument are true and he acknowledged that they executed
the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this
19th day of July, 2001.

Notary Public: (Signature) _____
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires :
My Commission Number:

