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RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1853 PARK STREET
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RALPH RICHARDS (RUC:URO)
JOHN D FITE
JOHN E SLAUGHTER JM
EMIL G PRATESI
W CARLTON WARD
CYNTHIA I RICE
MARK D BREAKSTONE

January 27, 1995

SECRET
TALLAHASSEE
55 JAN 31 1995
JAN 31 1995
RICHARD W. GILKEY
JAMES M. JACZENIE
OF COUNSEL
RICHARD W. GILKEY OFFICE
HIDE OF PL EXECUTIVE CENTER
8010 US HIGHWAY 19 - SUITE 104
PORT RICHIE, FLORIDA 34886
TEL (813) 841-7832
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
CEM INN CORPORATION

700001224627
02701795--01001--003
****122.50 ****122.50

Gentlemen:

We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
	\$122.50

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,

Emil G. Pratesi

2/3/95
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EGP/pmy
Enclosures

ARTICLES OF INCORPORATION
OF
CEM INN CORPORATION

FILED
55 JUN 21 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be CEM INN CORPORATION.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is 2958 Kenliwick Drive North, Clearwater, Florida 34621.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida 34616 and the name of the initial registered agent of this corporation at that address is Emil G. Pratesi.

VIII.

INCORPORATORS

The name and address of the person signing these Articles is:

Emil G. Pratesi	1253 Park Street Clearwater, Florida 34616
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IX.

INDEMNIFICATION

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

X.

AMENDMENT

The 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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation this 27 day of January, 1995.



EMIL G. PRATESI

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

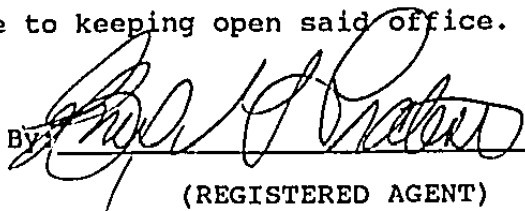
95 JUL 1 11 17:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First--That CEM INN CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Emil G. Pratesi, located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 
(REGISTERED AGENT)

EGP/pmy
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