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CUSTOMERS: PHILIP R. BERGMAN, Esq.
PHILIP R. BERGMAN, Esq.
2000 Plaza Central Street
Pompano Beach, FL 33062-5000

DOMESTIC FILING

NAME: GREAT ESCAPE HOTEL, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
96 MAY -8 PM 3:05
DIVISION OF CORPORATION

JK
5-10-96

ARTICLES OF INCORPORATION

OF

GREAT ESCAPE MOTEL, INC.

The undersigned Subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:
GREAT ESCAPE MOTEL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is sixty shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida, is:
4620 North Ocean Drive
Lauderdale-By-The-Sea, Florida 33308.

ARTICLE VI

The initial Registered Agent for the corporation is:

PHILIP M. BERMAN
Attorney at Law
2424 N. E. 22nd Street
Pompano Beach, Florida 33062
(305)781-8000.

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least two directors initially, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders but shall never be less than two.

ARTICLE IX



The name and post office address of the first board

of directors and officers is:

NAME:	ADDRESS AND OFFICE:
TADEUSZ JANKOWSKI	4620 North Ocean Drive Lauderdale-By-The-Sea, Florida 33308 President/Treasurer/Director
JADWIGA JANKOWSKI	4620 North Ocean Drive Lauderdale-By-The-Sea, Florida 33308 Vice President/Secretary/ Director.

ARTICLE X

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholder's meeting, by a majority of the stock entitled to vote thereon.



TADEUSZ JANKOWSKI

JADWIGA JANKOWSKI

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared TADEUSZ JANKOWSKI and JADWIGA JANKOWSKI, subscribers, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that same subscribed to these

Articles of Incorporation.

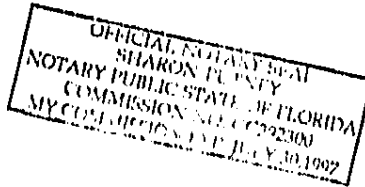
WITNESS my hand and official seal in the State and
County named above, this 6th day of May, 1996


NOTARY PUBLIC
State of Florida

My Commission Expires:

Personally Known

Great/XX



CERTIFICATE OF RESIDENT AGENT

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT;

FIRST; That, GREAT ESCAPE MOTEL, INC. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation in the County of Broward, and State of Florida, has named:

PHILIP M. BERMAN
Attorney at Law
2424 N. E. 22nd Street
Pompano Beach, Florida 33062
(305)781-8000.

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made 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 provisions of said Act, relative to keeping open said office.



PHILIP M. BERMAN