

P96000089159

OFFICE USE ONLY (Document #)

CARLTON FIELDS
 (Requestor's Name)
 Post Office Drawer 190
 (Address)
 Tallahassee FL 32302 224-1585
 (City, State, Zip) (Phone #) Nancy Hurd

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JUPITER FINANCIAL CORPORATION
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 10/29 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 95 OCT 29 PM 4:13
 TALLAHASSEE, FLORIDA
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OCT 30 1996

Examiner's Initials	<u>nc</u>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1996

CARLTON FIELDS
PO DRAWER 190
TALLAHASSEE, FL 32302

The name JUPITER FINANCIAL CORPORATION has been reserved for 120 days beginning August 26, 1996. The reservation number is R96000004058 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 896A00040364

**ARTICLES OF INCORPORATION
OF
JUPITER FINANCIAL CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is Jupiter Financial Corporation.

**ARTICLE II
Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is c/o The Old Mountain Company, Inc., 551 Fifth Avenue, Suite 1916, New York, New York 10176.

**ARTICLE III
Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is One Harbour Place, Suite 400, Tampa, Florida 33602, and the name of its initial registered agent at that address is Laurence E. Kinsolving.

**ARTICLE V
Incorporator**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Laurence E. Kinsolving	One Harbour Place Suite 400 Tampa, Florida 33602

**ARTICLE VI
Initial Directors**

The corporation initially shall have four directors, whose names and addresses are:

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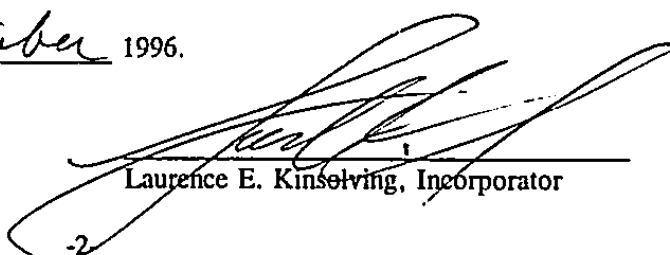
<u>Name</u>	<u>Address</u>
Marshall Field V	c/o The Old Mountain Company, Inc. 551 Fifth Avenue Suite 1916 New York, New York 10176
Patrick R. Colee	c/o Noble House Hotels and Resorts 25 Central Way, Suite 400 Kirkland, Washington 98033
Phillip Brown	c/o Noble House Hotels and Resorts 25 Central Way, Suite 400 Kirkland, Washington 98033
John A. Pirovano	c/o The Old Mountain Company, Inc. 551 Fifth Avenue Suite 1916 New York, New York 10176

ARTICLE VII
Indemnification

The Corporation shall indemnify its directors and officers, or any former director or officer, to the fullest extent permitted under Florida law. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate action further increasing the ability of the Corporation to indemnify its officers or directors, or eliminating or limiting the personal liability of directors, then such indemnification shall be increased, or the liability of a director of the Corporation shall be eliminated or limited, as the case may be, to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of an officer or director of the Corporation existing at the time of such repeal or modification.

Dated this 23rd day of October 1996.

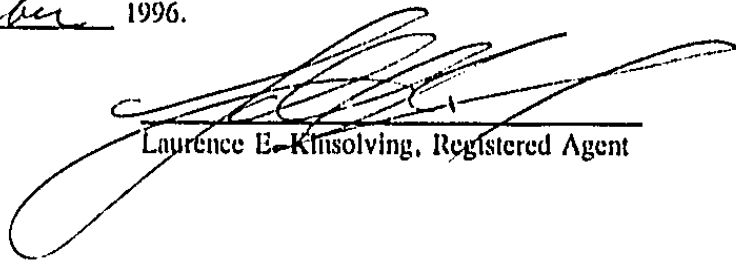


Laurence E. Kinsolving, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 21st day of October 1996.



Laurence E. Kinsolving, Registered Agent

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TALLAHASSEE, FLORIDA