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February 7, 2000

* ALSO ADMITTED IN WISCONSIN

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100003131461--9
-02/10/00--01090--008
*****78.75 *****78.75

Re: Golden Gate Inn & Country Club, Inc.
Our File No. 3819-02 (Quality Inn/General)

Dear Sirs:

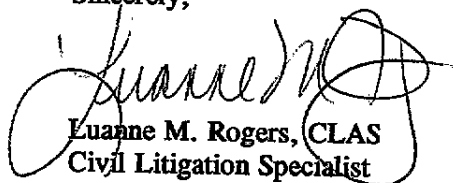
Enclosed please find an original and one copy of the Articles of Incorporation and the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$78.75 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent - Filing Fee	\$ 35.00
Certified copy of Articles	\$ 8.75
TOTAL	\$ 78.75

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

If you have any questions regarding the enclosed, or I may be of any assistance to you, please do not hesitate to contact me.

Sincerely,


Luanne M. Rogers, CLAS
Civil Litigation Specialist

/lmr
Enclosure
Copy to: R. Vocisano

F:\USER\LUANNE\DOCS\quality.secretary.state.letter.wpd

FILED
00 FEB 10 AM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-16
WC

**ARTICLES OF INCORPORATION
OF
GOLDEN GATE INN & COUNTRY CLUB, INC.**

FILED
00 FEB 10 AM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is: GOLDEN GATE INN & COUNTRY CLUB, INC.

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator are:

Name

Address

Mario Vocisano

4100 Golden Gate Parkway
Naples, FL 34116

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4100 Golden Gate Parkway, Naples, FL 34116. The name and address of the initial registered agent of this Corporation is: J. Michael Coleman, Esq., Asbell, Coleman & Ho, P.A., 365 5th Avenue South, Suite 202, Naples, FL 34102.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 4100 Golden Gate Parkway,
Naples, FL 34116.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on 2/7, 2000.



Mario Vocisano, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

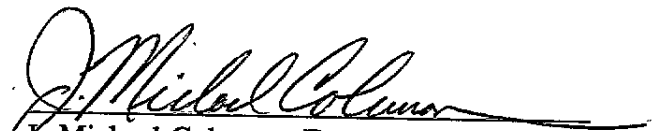
THAT Golden Gate Inn & Country Club, Inc., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business located at 4100 Golden Gate
Parkway, Naples, Florida has named J. Michael Coleman, Esq., located at Asbell, Coleman &
Ho, P.A., 365 5th Avenue South, Suite 202, Naples, FL 34102 as its agent to accept service of
process within Florida.

Dated: 2/7, 2000


Mario Vocisano, Incorporator

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, J. Michael Coleman, Esq. hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.

Dated: 2/7, 2000


J. Michael Coleman, Esq.