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ACCOUNT NO. : 072100000032
REFERENCE : 552409 4732230
AUTHORIZATION : Patricia Kyzek
COST LIMIT : \$ 78.75

ORDER DATE : January 14, 2000
ORDER TIME : 11:33 AM
ORDER NO. : 552409-005
CUSTOMER NO: 4732230

100003098901

CUSTOMER: Landis V. Curry, Jr., Esq
AYRES CLUSTER CURRY MCCALL &
AYRES CLUSTER CURRY MCCALL &
P. O. Box 1148

Ocala, FL 34478

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 14 PM 1:27

DOMESTIC FILING

NAME: MILLENNIUM HOTELS, 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: Christine Lillich

2544
W00-1235

EXAMINER'S INITIALS:

RECEIVED
00 JAN 14 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MILLENNIUM HOTELS, INC.
Ref. Number: W00000001235

RESUBMIT

Please give original
submission date as file date.

We have received your document for MILLENNIUM HOTELS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 600A00002136

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DIVISION OF CORPORATIONS

00 JAN 14 PM 1:27

ARTICLES OF INCORPORATION OF

MILLENNIUM HOTELS OF OCALA, INC.

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **MILLENNIUM HOTELS OF OCALA, INC.**

ARTICLE II
MAILING ADDRESS

The mailing address of the corporation shall be Post Office Box 1148, Ocala, Florida 34478-1148.

ARTICLE III
NATURE OF BUSINESS

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

A. To manufacture, 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; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, having a par value of One Cent (\$00.01) per share.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE VI
PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII
DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as LANDIS V. CURRY, JR. The Registered Agent of the corporation may be changed at any

time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 21 NE First Avenue, Ocala, Florida 34470. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX
DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X
INITIAL DIRECTORS

The selection of the initial Board of Directors is deferred until the organizational meeting of the Corporation.

ARTICLE XI
SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

LANDIS V. CURRY, JR.
21 N.E. First Avenue
Ocala, Florida 34470

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII
INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

ARTICLE XIII
BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

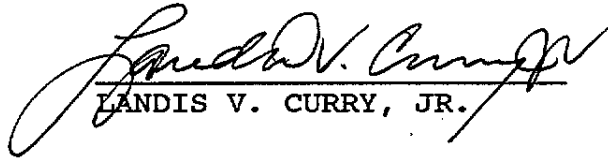
ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XV
DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

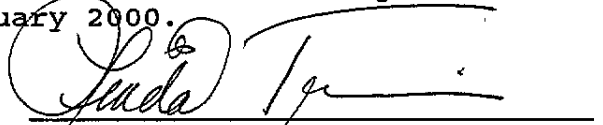
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13 day of January 2000.


LANDIS V. CURRY, JR.

STATE OF FLORIDA)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared LANDIS V. CURRY, JR., personally known to me ~~or who produced~~ as ~~identification~~ and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 12 day of January 2000.


Notary Public LINDA TERRACINO

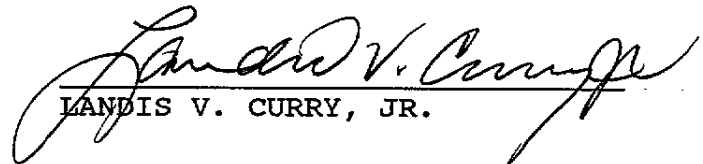
LINDA TERRACINO
Notary Public, State of Florida
My Comm. Exp. June 21, 2001 - No. CC649686

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

21 NE First Avenue
Ocala, Florida 34470

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


LANDIS V. CURRY, JR.

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