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LINN & ASSOCIATES

SOUND FINANCIAL ADVICE

March 10, 2000

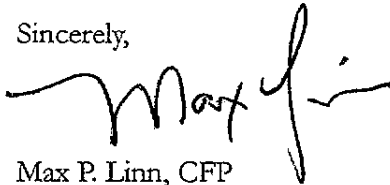
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Division of Corporations -- Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

Dear Ladies and Gentlemen:

Enclosed are Articles of Incorporation for Sunset Beach House, Inc. I am also enclosing a check in the amount of \$78.75 to cover the fees for filing and for obtaining the certificate of status. Thank you for your immediate attention to this matter.

Sincerely,



Max P. Linn, CFP
LINN and ASSOCIATES, INC.

Enclosures

FILED
00 MAR 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FL 32399

3-28
WC

**ARTICLES OF INCORPORATION
OF
Sunset Beach House, Inc.**

FILED
00 MAR 22 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
Name of Corporation**

The name of the corporation shall be:

Sunset Beach House, Inc.

**ARTICLE II
Nature of Business**

The general nature of the business to be transacted by this corporation is anything related to motel operation or any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is 1,000 shares of One (\$1.00) Dollar par value, all of which shall have the same rights and privileges.

**ARTICLE IV
Initial Capital**

The amount of capital with which this corporation will begin business is not less than One Thousand (\$1,000.00) Dollars.

**ARTICLE V
Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI
Principal Place of Business**

The initial street address in this state of the principal office of this corporation is: 6446 Central Avenue, St. Petersburg, Florida 33707. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MAX P. LINN
6446 Central Avenue
St. Petersburg, Florida 33707

ARTICLE VIII

Subscribers

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

MAX P. LINN
6446 Central Avenue
St. Petersburg, Florida 33707

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 6446 Central Avenue, St. Petersburg, Florida 33707, and the Registered Agent shall be MAX P. LINN, who shall accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

The date that corporation existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal this 10 day of March, 2000.

Max P. Linn
MAX P. LINN

ACCEPTANCE OF REGISTERED AGENT

MAX P. LINN does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.0501, Florida Statutes.

DATED this 10 day of March, 2000.

Max P. Linn
MAX P. LINN

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING was acknowledged and sworn to before me this 10 day of March, 2000, by Max P. Linn of Sunset Beach House, Inc.

Linda A. Smith
Notary Public



Linda A. Smith
MY COMMISSION # CC570706 EXPIRES
September 29, 2000
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Expires 9-29-2000