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Attorney at Law

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SECRETARY OF STATE * Certified Circuit Civil Mediator
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June 12, 2000

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

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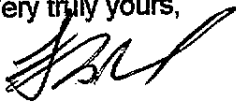
Re: **TIFFANY'S VICTORIAN BED & BREAKFAST, INC.**

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our office check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Very truly yours,



Thomas F. Cox, Esquire
TFC/mev

enc : Original Articles plus copy
Check for \$122.50
Acceptance of Registered Agent

Rec 6/21/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TIFFANY'S VICTORIAN BED & BREAKFAST, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is TIFFANY'S VICTORIAN BED & BREAKFAST, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is One Hundred (100) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the authorized by the Articles of Incorporation as originally filed or by amendment thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI
TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders or record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.
2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such corporation of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

5. Nothing contained in this Article shall restrict the shareholder from transferring shares to immediate family members (spouses, parents, and children only), or to any corporation in which the shareholder or shareholders immediate family members own and maintain a majority of interest.

Each share certificate issued shall bear the following legend:

“These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation’s office.”

ARTICLE VII

PRINCIPLE OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 237 – 6th Avenue NE, St. Petersburg, Florida 33701. The name of the initial Registered Agent of the corporation at that address is Sheryl Ellis Baula.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than one (1) and no more than three (3) members.

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Sheryl Ellis Baula	237 – 6 th Avenue NE St. Petersburg, Florida 33701
Giovanni M. Baula	237 – 6 th Avenue NE St. Petersburg, Florida 33701

ARTICLE X

AMENDMENT

These Article of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of

June, 2000.

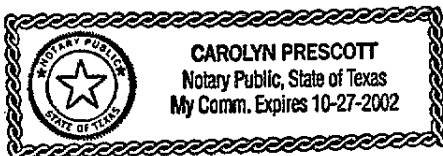


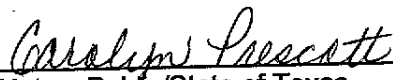
Sheryl Ellis Baula

STATE OF TEXAS
COUNTY OF Chidress

BEFORE ME, the undersigned authority, personally appeared Sheryl Ellis Baula, at the time of notarization, who did take an oath and who is personally known to me, or who produced drivers license as identification, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 2nd day of June, 2000.





Notary Public/State of Texas
My commission Expires:

FILED

00 JUN 16 PM 2: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AN
NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

TIFFANY'S VICTORIAN BED & BREAKFAST, INC., a Corporation, organized under
the laws of the State of Florida, with its principal office at 237 – 6th Avenue NE, St.
Petersburg, Florida 33714 and its mailing address being the same, has named Sheryl Ellis
Baula, located at 237 – 6th Avenue NE, St. Petersburg, Florida 33701, as its agent to accept
service of process within the State.

OFFICERS:

NAME	ADDRESS	OFFICE
Sheryl Ellis Baula	237 – 6 th Avenue NE St. Petersburg, Florida 33714	President
Sheryl Ellis Baula	237 – 6 th Avenue NE St. Petersburg, Florida 33714	Vice President
Sheryl Ellis Baula	237 – 6 th Avenue NE St. Petersburg, Florida 33714	Secretary/Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open
during prescribed hours, to post my name in some conspicuous place in the office, as
required by law.


Sheryl Ellis Baula