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Florida Department of State  
Division of Corporations  
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From:

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Account Number : 076666002140  
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FLORIDA PROFIT CORPORATION OR P.A.

BAY VIEW HOTEL, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

BAY VIEW HOTEL, INC.

ARTICLE I - Name and Address

The name of this corporation is BAY VIEW HOTEL, INC. The mailing address of the corporation is c/o David S. Hornstein, 727 Bay Street, Sault Ste. Marie, Ontario, CANADA P6A 6Y3, and the address of the corporation's principal office is 1919 Edgewater Drive, Clearwater, Florida 33575.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1919 Edgewater Drive, Clearwater, Florida 33575, and the name of the initial registered agent of this corporation at that address is David S. Hornstein.

ARTICLE V - Incorporator

The name and address of the person signing these Articles are:

Name

Address

David S. Hornstein

727 Bay Street  
Sault Ste. Marie, Ontario  
CANADA P6A 6Y3

Prepared By:

Julius J. Zschau, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
FL Bar No. 0195685  
(727) 461-1818

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ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of November, 2000.

  
DAVID S. HORNSTEIN

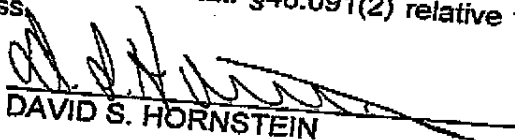
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, BAY VIEW HOTEL, INC., desiring to organize under the laws of the State of Florida, hereby designates DAVID S. HORNSTEIN, located at 1919 Edgewater Drive, Clearwater, Florida 33575, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
DAVID S. HORNSTEIN

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