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GIULIO F. MARGALLI and
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ATTORNEYS AND COUNSELORS AT LAW

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EATON STREET PROFESSIONAL CENTER
524 EATON STREET, SUITE 110
KEY WEST, FLORIDA 33040

February 6, 2001

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Historic Guest Homes International, Inc.
Articles of Incorporation
New Filing

BY REGULAR U.S. MAIL

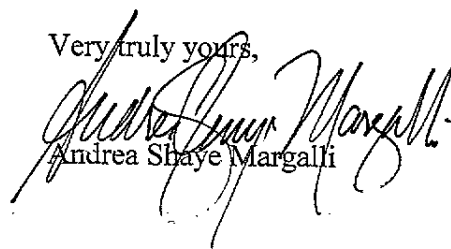
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for a new Florida corporation for profit, which is to be named "Historic Guest Homes International, Inc." My check in the amount of \$78.75 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your assistance.

Very truly yours,


Andrea Shaye Margalli

cc: file

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-02/09/01--01101--014

*****78.75 *****78.75

FILED
01 FEB - 9 PM 3:19
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

D. BROWN FEB 12 2001

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01 FEB -9 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HISTORIC GUEST HOMES INTERNATIONAL, INC.

This is to certify that the undersigned does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and acts amendatory thereof, for the purposes and under the corporation hereinafter mentioned, and to that end, does, by these Articles of Incorporation, set forth the following:

ARTICLE I

The name of the corporation is HISTORIC GUEST HOMES INTERNATIONAL, INC.

ARTICLE II

The address of the initial registered offices of the corporation shall be Eaton Street Professional Center, 524 Eaton Street, Suite 110, Key West, Florida 33040, and the name of the initial registered agent for the corporation shall be Andrea Shaye Margalli, a resident of the State of Florida.

ARTICLE III

The mailing address of the corporation is Eaton Street Professional Center, 524 Eaton Street, Suite 110, Key West, Florida 33040.

ARTICLE IV

The nature of the business and the objects and purpose or purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. In addition, the corporation shall have the power to carry on business of any character that is not prohibited by law or required to be stated in the articles.

ARTICLE V

The total number of shares which this corporation is authorized to issue is 100 shares of common stock with one dollar (\$1.00) par value for each share. Shareholders of the corporation shall have a preemptive right to purchase treasury or non-issued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the Board of Directors.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of two (2) persons, and the name and address of the individuals who are to serve as directors of the corporation are as follows:

Andrea Shaye Margalli, President
Eaton Street Professional Center
524 Eaton Street, Suite 110, Key West, Florida 33040

Giulio F. Margalli, Vice-President
Eaton Street Professional Center
524 Eaton Street, Suite 110, Key West, Florida 33040

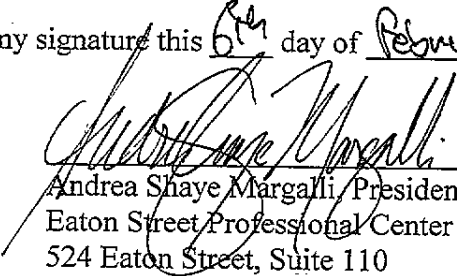
ARTICLE VII

The period of duration of the corporation is perpetual.

ARTICLE VIII

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

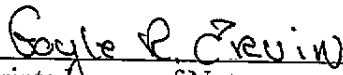
IN WITNESS WHEREOF, I set my signature this 6th day of February, 2001.



Andrea Shaye Margalli, President/Incorporator
Eaton Street Professional Center
524 Eaton Street, Suite 110
Key West, Florida 33040

STATE OF FLORIDA)
COUNTY OF MONROE)

I, the undersigned notary public in and for the jurisdiction aforesaid do hereby certify that ANDREA SHAYE MARGALLI, personally known to me (X); or who produced _____ as satisfactory proof of identification (), so is therefore known to me to the person who affixed her name hereto, whose name is signed to the foregoing Articles of Incorporation and has acknowledged the same before me.

Given under my hand and seal this 6th day of February, 2001.


Printed name of Notary


NOTARY PUBLIC



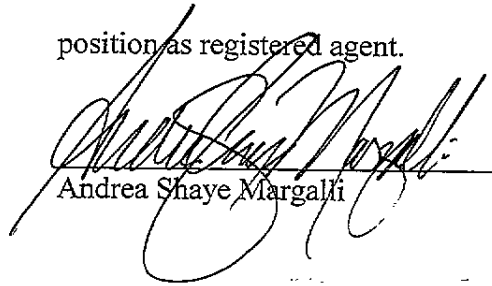
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and designated to accept service of process from the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Andrea Shaye Margalli

2/6/01
Date