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Law Offices  
**Eric S. Kolar, P.A.**

1830 Atlantic Boulevard  
Jacksonville, Florida 32207

Eric S. Kolar, Attorney at Law  
Admitted in Florida and Georgia

Telephone: (904) 396-0009  
Facsimile: (904) 399-4540

February 13, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200003678792--5  
-02/14/01--01052--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Kitsch Inns, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation and a check for \$70 filing fee.

Please file the corporation and return file copy to the above address.

Very truly yours,

Eric S. Kolar

Enclosure

FILED  
2001 FEB 14 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

js 2/15/01

ARTICLES OF INCORPORATION  
OF  
KITSCH INNS, INC.

FILED

2001 FEB 14 AM 9:20

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is Kitsch Inns, Inc., and the principal business address of the Corporation is Kitsch Inns, Inc., 1051 Park Street, Jacksonville, FL 32204.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of filing of the articles of incorporation. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 100 shares of Common Stock, all of which shall be of the par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1051 Park Street, Jacksonville, FL 32204, and the name of its initial registered agent at such address is Tammie Faircloth.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two and the names and addresses of the persons who are to serve as member thereof are:

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Tammie Faircloth  
1051 Park Street, Jacksonville, FL 32204

2001 FEB 14 AM 9:20

Constance Faircloth  
1051 Park Street, Jacksonville, FL 32204

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VII - INITIAL OFFICERS**

The initial officers of this Corporation are as follows:

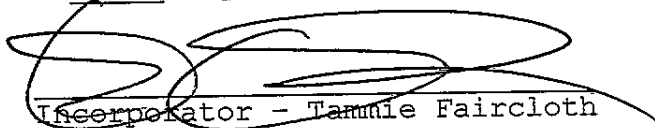
Tammie Faircloth	-	President, Treasurer
Constance Faircloth	-	Vice President, Secretary

**ARTICLE VIII - INCORPORATOR**

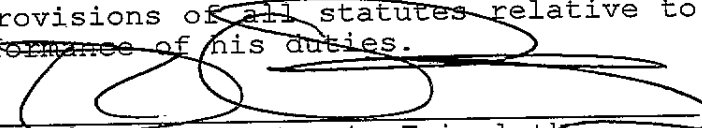
The name and address of the incorporator is:

Tammie Faircloth  
P.O. Box 550746, Jacksonville, FL 32255

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 12 day of February, 2001.

  
Incorporator - Tammie Faircloth

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate,  
Tammie Faircloth hereby agrees to act in this capacity, and further  
agrees to comply with the provisions of all statutes relative to  
the proper and complete performance of his duties.

  
Registered Agent-Tammie Faircloth  
1051 Park Street, Jacksonville, FL 32204  
Date: ~~January~~ 12, 2001  
February