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FLORIDA PROFIT CORPORATION OR P.A.

Calpac Hotels, Inc.

Certificate of Status	0
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EFFECTIVE DATE  
03-02-01

ARTICLES OF INCORPORATION

OF

CALPAC HOTELS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

CALPAC HOTELS, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

700 Benjamin Franklin Drive  
Sarasota, Florida 34236

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty Bar #0436879

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.10	Class A Common
10,000	\$0.10	Class B Common

Except as otherwise provided by law, none of the shares of Class A common stock shall carry any voting rights, including no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Holders of each share of Class B common stock shall be entitled to one (1) vote with respect to any actions to be taken by the shareholders of this Corporation. The Class A and Class B common stock shall share equally and rateably with respect to the assets of this Corporation in the event of its dissolution. Neither class shall have any preference with respect to the payment of any dividends by this Corporation. No shareholder of either class of stock shall be entitled to preemptive rights with respect to the issuance of additional shares of stock of either class.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Calpac, Inc.	700 Benjamin Franklin Drive
	Sarasota, Florida 34236

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

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Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 2 day of MARCH, 2001.

CALPAC, INC., a Florida corporation,  
Incorporator

By:   
DIANE SCHOUTEN, Vice President

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CALPAC HOTELS, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 5th day of March, 2001.

  
\_\_\_\_\_  
DAVID M. SILBERSTEIN  
Registered Agent

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