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MARSHALL & WRIGHT, P.A.

Attorneys-At-Law

301 N. Volusia Avenue • Orange City, Florida 32763

Randall J. Marshall
Gary S. Wright

Tel: (904) 775-0199
Fax: (904) 775-0460
E-Mail: mwp@bitstorm.net

April 5, 2001

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

100003972461-1

04/09/01-01073-014

*****70.00 *****70.00

Re: Incorporation/Brightside Properties, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Brightside Properties, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,

RJM

Randall J. Marshall

RJM/sd
enc.

FILED
01 APR -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-13-01
WC

ARTICLES OF INCORPORATION
OF
BRIGHTSIDE PROPERTIES, INC.

FILED
01 APR -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FL 32399

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is BRIGHTSIDE PROPERTIES, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of the motel business.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 111 Caribbean St., Deltona, FL 32725, and the name of its initial registered agent at such address is E. EUGENE RAYNOR. This address is also the address of the principal office and mailing address for the corporation. E. EUGENE RAYNOR, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is two

(2). The names and addresses of the persons who are to serve as members of the initial board are:


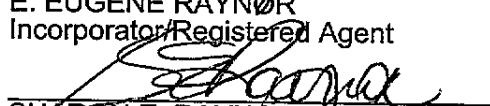
<u>NAME</u>	<u>ADDRESS</u>
E. Eugene Raynor	P.O. Box 655 DeBary, FL 32713
Sharon E. Raynor	P.O. Box 655 DeBary, FL 32713

ARTICLE SEVEN:

The names and addresses of the incorporators are:


<u>NAME</u>	<u>ADDRESS</u>
E. Eugene Raynor	P.O. Box 655 DeBary, FL 32713
Sharon E. Raynor	P.O. Box 655 DeBary, FL 32713

Executed by the undersigned at Orange City, Florida, on the 5th day of April, 2001.


E. EUGENE RAYNOR
Incorporator/Registered Agent

SHARON E. RAYNOR
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 5th day of April, 2001, by E. EUGENE RAYNOR and SHARON E. RAYNOR, () who are personally known to me or () who have produced FL DL as identification.


Notary signature
Sandra L. Davis
Notary name printed
Commission No. _____
My commission expires: _____

MARSHALL & WRIGHT, P. A.
ATTORNEYS-AT-LAW
301 N. VOLUSIA AVENUE
ORANGE CITY, FL 32763

