

CORPORATE
ACCESS,
INC.

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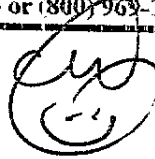
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1.) Budget Inns of Gulf Breeze, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Budget Inns of Gulf Breeze, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 843 Gulf Breeze Parkway,
Gulf Breeze, Florida 32561

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) Shares.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Animesh Patel
6911 Pensacola Blvd.
Pensacola, Fl. 32505.

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Animesh Patel
6911 Pensacola, Blvd.
Pensacola, Fl. 32505

The undersigned incorporator has executed these Articles of Incorporation this 13 day of August, 2001.


Animesh Patel, President

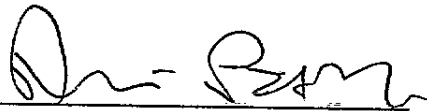
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The Name of the corporation is: Budget Inns of Gulf Breeze, Inc.
2. The name and address of the registered agent and office is:

Animesh Patel
6911 Pensacola Blvd.
Pensacola, Fl. 32505

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Animesh Patel, President

Date: 8-13-01

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