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ATTORNEYS AT LAW

P. COLLEEN COFFIELD
ADMITTED IN FLORIDA AND LOUISIANA

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BRUCE CLAYTON COLLIER
ADMITTED IN LOUISIANA ONLY

August 16, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

FILED
01 AUG 20 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Baymont Properties, Inc.


000004542600--4
-08/20/01--01102--012
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


P. Colleen Coffield

PCC:scw

Enclosure: as stated above

cc: Pete Knowles

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Paw
8/22/01

**ARTICLES OF INCORPORATION
OF
BAYMONT PROPERTIES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is **BAYMONT PROPERTIES, INC.**

Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Address

The initial principal place of business and mailing address of this corporation is 259 Baywinds Drive, Destin, Florida 32541.

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is P. Colleen Coffield, Esq. and the name of the initial registered agent of this corporation at that address is Collier & Coffield, Attorneys, 1719 South County Highway 393, Santa Rosa Beach, Florida 32459.

Article VIII - Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Caulie T. Knowles, III

259 Baywinds Drive
Destin, Florida 32541

Richard Sherman

104 Colony Harbour Road
Panama City Beach, Florida 32407

Article IX - Incorporator

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

Caulie T. Knowles, III

259 Baywinds Drive
Destin, Florida 32541

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article XI - Indemnification

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Article XIII - Restriction on Transferability of Stock

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

The undersigned has executed these Articles of Incorporation this 14th day of August, 2001.



Caulie T. Knowles, III, Incorporator

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01 AUG 20 AM 10:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

1. The name of the corporation is:

Baymont Properties, Inc.

2. The name and address of the registered agent and office is:

P. Colleen Coffield

1719 South County Highway 393
Santa Rosa Beach, Florida 32459

Signature



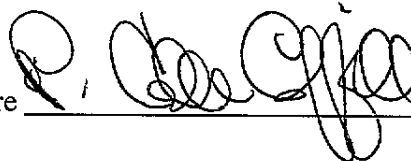
Caulie T. Knowles, III, Director

Date

8/14/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature



Date

8/14/01