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August 22, 2001

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

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*****78.75 *****78.75

Re: Gibson Hospitality Corporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed. We enclose a check in the amount of \$78.75 to cover the cost of filing and a certified copy of the filed Articles. Thank you.

Sincerely,



Brenda Nesbitt, CLAS

01 AUG 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
GIBSON HOSPITALITY CORPORATION**

01 AUG 24 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is GIBSON HOSPITALITY CORPORATION, and its principal office or mailing address is: 13343 Gulf Blvd., Madeira Beach, FL 33708.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 13343 Gulf Blvd., Madeira Beach, FL 33708, and the name of the initial registered agent is Timothy James Gibson.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy James Gibson	13343 Gulf Blvd. Madeira Beach, FL 33708

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Timothy James Gibson	13343 Gulf Blvd. Madeira Beach, FL 33708

ARTICLE 8: NO CUMULATIVE VOTING

There shall be no cumulative voting in any election for directors of the Corporation.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

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

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

The power to alter or amend these Articles, and to adopt new provisions for these Articles, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of August, 2001.


Timothy James Gibson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 22 day of August, 2001.


Timothy James Gibson
Registered Agent