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November 29, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 DEC -3 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Bed and Biscuit Inns of America, Inc.

100004702421--0
-12/03/01--01062--010
*****87.50 *****87.50

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Bed and Biscuit Inns of America, Inc. and a check in the amount of \$87.50 representing the filing fee, designation of registered agent, certified copy and certificate of status. Please process the articles at your earliest convenience and return to us a certified copy of the Articles and the certificate of status.

Thank you for your assistance in this matter.

Sincerely,



Stephanie A. Neal

SAN:sk
Encls.

PS.
12/6/01

FILED

01 DEC -3 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BED AND BISCUIT INNS OF AMERICA, INC.**

In compliance with Chapter 607, Florida Statutes, I adopt the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Bed and Biscuit Inns of America, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address is: 711 John Anderson Drive, Flagler Beach, FL 32136.

ARTICLE III - SHARES

The maximum number of shares of stock is Two Hundred (200) shares of common stock.

ARTICLE IV - RESIDENT AGENT

The name and Florida street address of the registered agent is: Rosemary Williams, 711 John Anderson Drive, Flagler Beach, FL 32136.

ARTICLE V - INCORPORATOR

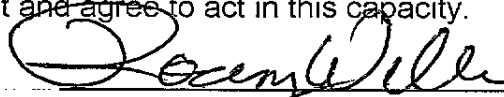
The name and address of the Incorporator is: Rosemary Williams, 711 John Anderson Drive, Flagler Beach, FL 32136.

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

11-27-2001

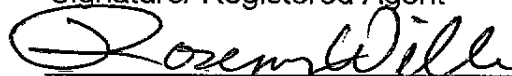
Date



Rosemary Williams
Signature/ Registered Agent

11-27-2001

Date



Rosemary Williams
Signature/ Incorporator