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1027 Broadway
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May 28, 2002

Florida Secretary of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32399-0250

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-05/29/02--01042--011
122.50 **78.75

To whom it may concern:

Please find enclosed, Articles of Incorporation for The Blue Moon Inn, Inc. along with our check in the amount of \$122.50 for filing in Public Records.

Please feel free to contact us at 727-733-1722 should you have any questions.

Sincerely,



Paulette G. Hill
Real Estate Assistant
enclose/pgh

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TALLAHASSEE FLORIDA

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D. WHITE MAY 30 2002

ARTICLES OF INCORPORATION

OF

THE BLUE MOON INN, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be **THE BLUE MOON INN, INC.**

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to operate a motel and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that is not to conduct a banking, safe deposit, trust, insurance, surety,

express, railroad, canal, telegraph, telephone, cemetery company, and building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares with par value of \$.50.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 2920 North Alt. U.S. 19, Dunedin, Florida 34698. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

Richard Whalen

2920 North Alt. U.S. 19,
Dunedin, Florida 34698

Beverly Whalen

2920 North Alt. U.S. 19,
Dunedin, Florida 34698

ARTICLE VIII

Initial Officers

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME

OFFICE

ADDRESS

Richard Whalen

Pres./Treas

2920 North Alt. U.S. 19,
Dunedin, Florida 34698

Beverly Whalen

V. Pres/Sec.

2920 North Alt. U.S. 19,
Dunedin, Florida 34698

ARTICLE IX

Subscribers

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Richard Whalen	2920 Alt. U.S. 19 Dunedin, FL 34698	500	\$250.00
Beverly Whalen	2920 Alt. U.S. 19 Dunedin, FL 34698	500	\$250.00

ARTICLE X

Designation of Registered Agent

The initial designation of the registered office of this corporation shall be 2920 North Alt. U.S. 19, Dunedin, Florida 34698, and the registered agent shall be Richard Whalen, to accept service of process within this State until changed according to law.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hands and seals this 28 day of MAY, 2002.

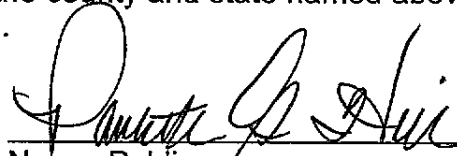
Richard Whalen

Beverly Whalen

STATE OF FLORIDA
COUNTY OF PINELLAS


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Richard Whalen and Beverly Whalen who are personally known to me or who produced Florida Drivers Licenses as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

28 WITNESS my hand and official seal in the county and state named above, this day of MAY, 2002.



Notary Public

My commission expires:

 Paulette G Hill
My Commission CC795314
Expires December 6, 2002

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, **THE BLUE MOON INN, INC.**



(Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Richard Whalen, who are personally known to me or who produced Florida Drivers Licenses as identification, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and acknowledged before me that he executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 28 day of MAY, 2002.



NOTARY PUBLIC
My Commission Expires:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE