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FLORIDA PROFIT CORPORATION OR P.A.

mooncrest hotels, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MOONCREST HOTELS, INC.
REF: W02000015699

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H02 000145499

**ARTICLES OF INCORPORATION
OF
MOONCREST HOTELS, INC.**

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

MOONCREST HOTELS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS COPORATION SHALL BE:

345 INDIANA STREET
HOLLYWOOD, FLORIDA 33019

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

BESSIE EXARHOS
345 INDIANA STREET, HOLLYWOOD, FLORIDA 33019

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RONALD J. WALTERS
11555 HERON BAY BLVD, SUITE 216, CORAL SPRINGS, FLORIDA 33076

These Articles of Incorporation Prepared by:
R.J. Walters & Company, P.A.
11555 Heron Bay Blvd., Suite 200, Coral Springs, Florida 33076 (954) 603-0470

FILED
02 MAY 30 PM 1:09
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RONALD J. WALTERS
11555 HERON BAY BLVD, SUITE 216, CORAL SPRINGS, FLORIDA 33076

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :
May 3, 2002



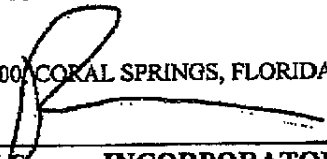
RONALD J. WALTERS , INCORPORATOR

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 MOONCREST HOTELS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RONALD J. WALTERS
11555 HERON BAY BLVD, SUITE 200 CORAL SPRINGS, FLORIDA 33076

SIGNATURE 

TITLE: INCORPORATOR

DATE: May 3, 2002

HAVING BEEN NAMED REGISTERED AGENT 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 STATEUTES 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.



REGISTERED AGENT

DATE: May 3, 2002

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