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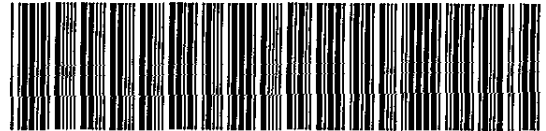
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02 NOV -6 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33308

OF COUNSEL
KEVIN M. LYONS

TELEPHONE (954) 566-3390
TELECOPIER (954) 561-1244

MEMBER OF
FLORIDA AND GEORGIA BAR

October 31, 2002

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

Re: **CAROUSEL RESORT MOTEL ENTERPRISES, INC.**

Dear Sir:

Enclosed please find Articles of Incorporation of **CAROUSEL RESORT MOTEL ENTERPRISES, INC.**, together with our check in the amount of \$78.75, representing:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles	<u>\$ 8.75</u>
TOTAL:	\$78.75

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj
Enclosures

cc: Mr. Michael Arker

ARTICLES OF INCORPORATION
OF
CAROUSEL RESORT MOTEL ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: **CAROUSEL RESORT MOTEL ENTERPRISES, INC.**

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 5100 North Ocean Boulevard, Apartment 205, Fort Lauderdale, FL 33308.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: FOUR (4). The names and addresses of the Directors who will serve on the initial Board of Directors are:

MICHAEL IRA ARKER
5100 North Ocean Boulevard #205
Fort Lauderdale, FL 33308

President

TAMARA G. MATTISON
12240 Pecan Forest Drive
Dallas, TX 75230

Vice President

JAMES HAMILTON

5500 Preston Road
Suite 250
Dallas, TX 75205

Secretary

BILL LAMOTHE

5100 North Ocean Boulevard #205
Fort Lauderdale, FL 33308

Treasurer

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: MICHAEL IRA ARKER, 5100 North Ocean Boulevard #205, Fort Lauderdale, FL 33308.

ARTICLE VII: BY-LAWS

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

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: 1,000 at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 31st day of October, 2002.


MICHAEL IRA ARKER, Subscriber

STATE OF FLORIDA)
)SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31st day of October, 2002 by **MICHAEL IRA ARKER**, to be known to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of October, 2002.

Fran S. Jones
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Fran S. Jones
Commission # CC 790901
Expires JAN. 3, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.:

CAROUSEL RESORT MOTEL ENTERPRISES, INC., organized under the laws of the
State of Florida, with its principal office at: 5100 North Ocean Boulevard, Apartment 205, Fort
Lauderdale, FL 33308 has named **M. DANIEL HUGHES** as its Agent to accept service of process.

NEWLY ELECTED OFFICERS:

ADDRESS:

MICHAEL IRA ARKER - President

5100 North Ocean Boulevard #205
Fort Lauderdale, FL 33308

TAMARA G. MATTISON

12240 Pecan Forest Drive
Dallas, TX 75230

JAMES HAMILTON - Secretary

5500 Preston Road, Suite 250
Dallas, TX 75205

BILL LAMOTHE - Treasurer

5100 North Ocean Boulevard #205
Fort Lauderdale, FL 33308


MICHAEL IRA ARKER

I agree, as Registered Agent, to accept service of process, to keep office open during
prescribed hours, to post my name in some conspicuous place in office as required by law.



M. DANIEL HUGHES
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO SOUTH, SUITE 200
FORT LAUDERDALE, FL 33306

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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