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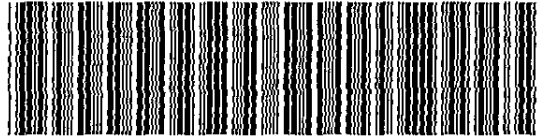
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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

OB 7/21

GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P

SUITE 600
301 SOUTH BRONOUGH ST. (323)
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July 21, 2003

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

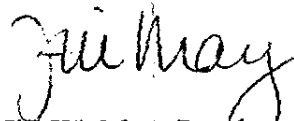
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and for a **CERTIFIED COPY** for the following entity:

FAMILY SUITES HOLDINGS, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Jill W. May, Paralegal

/jwm
Enclosures

**ARTICLES OF INCORPORATION
OF
FAMILY SUITES HOLDINGS, INC.**

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03 JUL 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of FAMILY SUITES HOLDINGS, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is FAMILY SUITES HOLDINGS, INC. The mailing address of the Corporation shall be 14500 Continental Gateway, Orlando, Florida 32821.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is One Thousand (1,000) shares of Class A Voting Common Stock, \$0.01 par value per share, and Nine Thousand (9,000) shares of Class B Non-Voting Common Stock, \$0.01 par value per share.

Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Voting Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any other matter presented to the stockholders for their vote or approval except as required by applicable law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Terry Whaples	14500 Continental Gateway Orlando, FL 32821
Edward Rudman	100 Federal Street, 37 th Floor Boston, MA 02110
Henri Landwirth	14500 Continental Gateway Orlando, FL 32821

John H. Glenn, Jr.

14500 Continental Gateway
Orlando, FL 32821

ARTICLE VIII - INCORPORATOR

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

Name

Address

Michael E. Neukamm

301 East Pine Street
Suite 1400
Orlando, Florida 32801

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 21st day of July, 2003.


Michael E. Neukamm

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

FAMILY SUITES HOLDINGS, INC.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Michael E. Neukamm

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03 JUL 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA