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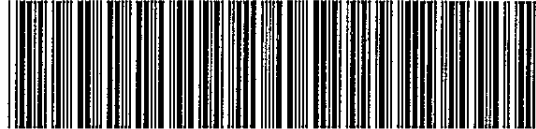
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TERENCE M. BROWN, P.A.
Attorneys at Law

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Terence M. Brown
Ronald E. Sholes, P.A.
John L. Broling

February 18, 2004

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SiMu Hospitality, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida company. I have enclosed my firm's check in the amount of \$78.75 as payment for the following:

Filing Fee:	\$35.00
Certified Copy Fee:	\$ 8.75
Registered Agent Fee:	<u>\$35.00</u>
	\$78.75

Please file the Articles of Incorporation and return a copy to my office.

Thank you for your assistance in this matter.

Sincerely,

Terence M. Brown

TMB/clc
Enclosures

ARTICLES OF INCORPORATION
OF
SiMu HOSPITALITY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 23 AM 11:41

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be SiMu Hospitality, Inc.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III - GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- (a) To engage in the motel and tourism business.
- (b) To engage in any and all other lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, transfer, and otherwise dispose of all or any part of its property and assets.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers, and employees and for any and all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V – CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$100.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 25 persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VI INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The initial registered agent of the corporation is Suresh P. Patel. The street address of the registered agent is 1290 North Temple Avenue, Starke, Bradford County, Florida 32091. The street address and mailing address of the corporation's principal office is 1290 North Temple Avenue, Starke, Florida.

ARTICLE VII – DIRECTORS

The corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

- | | | |
|----|-----------------|------------------------------|
| 1. | Suresh P. Patel | President and Treasurer |
| 2. | Joshua S. Patel | Vice-President and Secretary |

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, provided that the corporation shall always have at least one director.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

Suresh P. Patel	1290 N. Temple Avenue Starke, Florida 32091
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ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact

that he or she is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgment, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaws, agreement, vote of shareholders or otherwise.

ARTICLE X – PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI – REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason, whatsoever, whether or not there is a cause for removal.

ARTICLE XII – AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII – SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

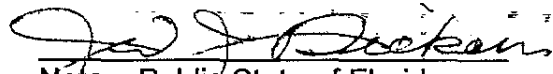
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14 day of February, 2004.

INCORPORATOR

S.P. Patel
SURESH P. PATEL

STATE OF FLORIDA
COUNTY OF BRADFORD

The foregoing instrument was executed and acknowledged before me this 16 day of February, 2004, by **SURESH P. PATEL**, who is well known to me, or who has produced ID # _____ as the identification and who did take an oath.


Notary Public State of Florida
My commission expires:

(SEAL)



Joan W. Johnston-Dickens
MY COMMISSION # DD283874 EXPIRES
February 9, 2008
BONDED THRU TROY FAIN INSURANCE, INC

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 1290 N. Temple Avenue, Florida, has named Suresh P. Patel, whose address is 1290 N. Temple Ave., Starke, Florida 32091, as its agent to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


SURESH P. PATEL

STATE OF FLORIDA
COUNTY OF BRADFORD

BEFORE ME, the undersigned authority, this day personally appeared **SURESH P. PATEL**, who, after being duly sworn, deposed and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 16 day of February, 2004.


Notary Public - State of Florida
My Commission expires:

(SEAL)



Joan W. Johnston-Dickens
MY COMMISSION # DD283874 EXPIRES
February 9, 2008
BONDED THRU TROY FAIN INSURANCE, INC