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FLORIDA PROFIT CORPORATION OR P.A.

FAC Hotel Management Inc.

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ARTICLES OF INCORPORATION
OF
FAC HOTEL MANAGEMENT INC.

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Article 1. Name

The name of the Corporation is:

FAC Hotel Management Inc.

Article 2. Initial Principal Office and Initial Mailing Address

The street address of the initial office of the Corporation is 117 Kearney Lake Road, Suite 11, Halifax, Nova Scotia, Canada B3M 4N9. The initial mailing address of the Corporation is 117 Kearney Lake Road, Suite 11, Halifax, Nova Scotia, Canada B3M 4N9.

Article 3. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 4. Initial Registered Office and Agent

The initial registered office of the Corporation is at 4001 Tamiami Trail North, Suite 250, Naples, Florida 34103. The name of the initial registered agent at that address is Peter J. Iacono.

Article 5. Incorporator

The name and address of the sole Incorporator is:

Peter J. Iacono
4001 Tamiami Trail North, Suite 250
Naples, Florida 34103

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Article 6. Duration

The duration of the Corporation is perpetual.

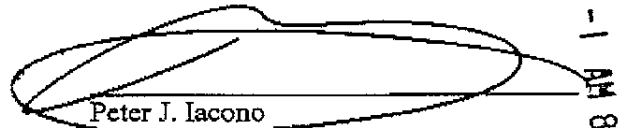
Article 7. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 8. Amendment

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as of the 1st day of February, 2005.

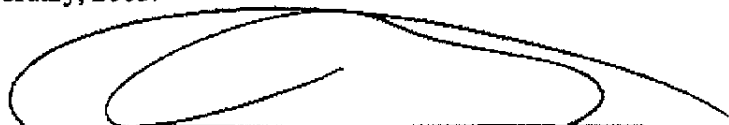

Peter J. Iacono
Sole Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of FAC Hotel Management Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated as of the 1st day of February, 2005.


Peter J. Iacono
Registered Agent