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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/28/2006

REF. #: 000162.61892

CORP. NAME: MCKIBBON HOTEL MANAGEMENT, INC.

Attn: Brenda Tadlock

EFFECTIVE DATE
1/1/07

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TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CONVERSION
- OTHER:

STATE FEES PREPAID WITH CHECK# 519613 FOR \$ 122.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE

1/1/07

F04000003144

**CERTIFICATE OF CONVERSION
OF**

MCKIBBON HOTEL MANAGEMENT, INC., a Georgia corporation

INTO

MCKIBBON HOTEL MANAGEMENT, INC., a Florida corporation

In accordance with Section 607.1115, Florida Statutes, this Certificate of Conversion is submitted to convert McKibbon Hotel Management, Inc., a Georgia corporation (the "Georgia Corporation"), into McKibbon Hotel Management, Inc., a Florida corporation (the "Florida Corporation").

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1. The Georgia Corporation was created under the laws of the State of Georgia on June 28, 1996 and has at all times been a Georgia corporation.

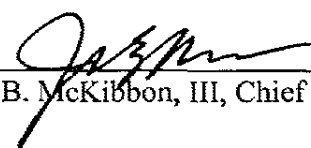
2. The name of the Georgia Corporation immediately prior to the filing of this Certificate of Conversion is McKibbon Hotel Management, Inc.

3. The name of the Florida Corporation is McKibbon Hotel Management, Inc., a Florida corporation, which was created by the filing of its Articles of Incorporation with the Secretary of State of the State of Florida effective as of the same date and time as this Certificate of Conversion.

4. The Georgia Corporation has converted into the Florida Corporation. The effective date of the conversion of the Georgia Corporation into the Florida Corporation shall be 12:00 A.M. on January 1, 2007.

5. The conversion of the Georgia Corporation into the Florida Corporation has been approved by the board and the shareholders of the Georgia Corporation in accordance with the laws of the State of Florida and laws of the State of Georgia.

The undersigned person, being a duly appointed officer of the Georgia Corporation and the Florida Corporation, has executed this Certificate of Conversion this 28 day of December, 2006.



John B. McKibbon, III, Chief Executive Officer

EFFECTIVE DATE
1/1/07

ARTICLES OF INCORPORATION
OF
MCKIBBON HOTEL MANAGEMENT, INC.

06 DEC 28 AM 11:35
FILED
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of McKibbon Hotel Management, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: McKibbon Hotel Management, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 201 E. Kennedy Blvd., Suite 705, Tampa, Florida 33602.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have eight (8) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
John B. McKibbon, III	201 E. Kennedy Blvd. Suite 705 Tampa, Florida 33602
David Hughs	402 Washington Street, SE Suite 200 Gainesville, Georgia 30506
Vann Herring	201 E. Kennedy Blvd. Suite 705 Tampa, Florida 33602

Jack McKibbon Jr.	201 E. Kennedy Blvd. Suite 705 Tampa, Florida 33602
Richard M. Harris	402 Washington Street, SE Suite 200 Gainesville, Georgia 30506
Woodrow Stewart	402 Washington Street, SE Suite 200 Gainesville, Georgia 30506
Gaines Sturdivant	402 Washington Street, SE Suite 200 Gainesville, Georgia 30506
Thomas Smiley	402 Washington Street, SE Suite 200 Gainesville, Georgia 30506

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at that address is Kevin H. Sutton.

ARTICLE VI. DELAYED EFFECTIVE DATE

The effective date and time of these Articles of Incorporation shall be 12:00 a.m., January 1, 2007.

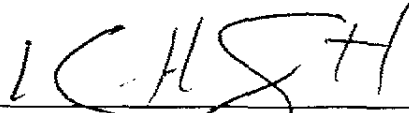
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Kevin H. Sutton
101 East Kennedy Boulevard, Suite 3700
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

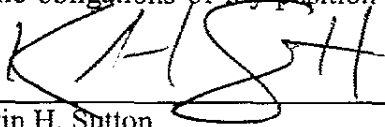
EXECUTED: December 28, 2006



Kevin H. Sutton, as incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.



Kevin H. Sutton