

CARROLL S. BARCO, P. A.

Attorney at Law

Post Office Box 593606
Orlando, Florida 32859-3606
(407) 851-9320

P95000002208

December 21, 1994

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Re: FIVE M INC.

Dear Sir:

Enclosed herewith please find original and (1) copy of Articles of Incorporation of the above captioned corporation, together with the original and (1) copy of designation of Registered Agent. I am enclosing herewith my Trust Account Check payable to your order in the amount of \$122.50, in payment of the following: Capital Stock Tax, Filing Fee, Certified Copy of Corporate Charter, and Registered Agent Fee.

I trust that these documents will be recorded immediately upon receipt. I appreciate your courtesy in this respect and look forward to the early receipt of your acknowledgement of this filing.

Should you desire further information, please do not hesitate to advise.

Very truly yours,


Carroll S. Barco

CSB:smb
Enclosure

cc: client

FILED
DIVISION OF STATE
CORPORATIONS
55 JAN 10 PM 12:40

12-22

B99
625
SDC

694-27-141



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 27, 1994

CARROLL S. BARCO, P.A.
P.O. BOX 593606
ORLANDO, FL 32859-3606

SUBJECT: FIVE M INC.
Ref. Number: W94000027314

We have received your document for FIVE M INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 194A00054425

**ARTICLES OF INCORPORATION
OF
MORSE FIVE INC.**

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 10 PM 12:40

ARTICLE I - NAME:

The name of this corporation is **MORSE FIVE INC.**

ARTICLE II - DURATION:

This corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE:

The general powers, purposes and nature of the business to be transacted by this corporation shall be:

To engage in the hotel business.

To hold, own, purchase, sell, lease, trade, deal in and deal with all kinds of goods, wares, merchandise and personal property, as well as to pledge and mortgage the same.

To do a general real estate and brokerage business.

To borrow money for any purpose of the corporation and to issue bonds, debentures, notes and other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of the corporation, whether real or personal, and to issue debentures, notes or obligations without any security.

To buy, sell, own, hold, improve, mortgage and subdivide real property of every description.

To hold, purchase or otherwise acquire or be interested in and to sell, assign or pledge evidences of indebtedness issued or created by any other corporation, whether foreign or domestic, and whether now or hereafter organized, and while the holder of any such shares of stock to exercise all of the privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To engage in an other business, or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out of the success of any business outlined above; and to engage in any and every lawful business whatsoever, whether herein mentioned or not.

In general, to have and exercise all of the powers conferred by the laws of Florida upon corporations formed under the General Corporation Act of 1975, as amended, it being hereby expressly provided that the enumeration of the foregoing specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV - CAPITAL STOCK:

This corporation shall be a Small Business Corporation as defined in Section 1244 of the Internal Revenue Code and the stock issued shall be in accordance with the following plan:

(a) The corporation will issue (7500) shares of its authorized common stock of a par value of \$1.00 per share.

(b) The period during which this offering of (7500) shares of common stock at a price of (\$1.00) per share will be open, is (2) years from the date of incorporation.

(c) No shares offered under this plan shall be issued in exchange for stocks, securities or services.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office is 3842 S. Orange Blossom Trail, Orlando, Florida 32839. The street address of the initial registered office of this corporation is Suite 194, 6220 South Orange Blossom Trail, Orlando, Florida 32809, and the name of the initial registered agent of this corporation at that address is CARROLL S. BARCO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than (1). The names and addresses of the initial directors of this corporation are:

BEN MORSE
3842 S. Orange Blossom Trail
Orlando, Florida 32839-8963

ARTICLE VII - INCORPORATOR:

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

CARROLL S. BARCO, SR.
Suite 194, 6220 S. Orange Blossom Trail
Orlando, Florida 32809

ARTICLE VIII - BY-LAWS:

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

ARTICLE IX - DIRECTORS' COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in special and/or regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - RESTRICTIONS ON TRANSFERABILITY OF STOCK:

In order for any shareholder to sell or otherwise dispose of his stock, he must first offer to sell the stock back to the corporation. After a period of (15) days, during which time the selling stockholder has continually offered to sell

his stock or any percentage thereof to the corporation, and such offer is not accepted by majority vote of the Board of Directors, then he may terminate his offer to the corporation.

In the event the corporation does not accept the offer within the (15) day period mentioned above, and the offering party is still desirous of selling his stock, he must then offer to sell, in portions which bear a direct proportional amount as to each stockholder's respective ownership of stock, the stock to all other stockholders. After a period of (30) days, during which time the selling stockholder has continually offered the sale of his stock to the other stockholders as required above, the selling stockholder may terminate the continuing offer and otherwise dispose of his respective shares as he may deem fit and proper.

If, in the event the offering stockholder cannot come to an agreement with the offerees as to a fair market value or price for the shares of stock being offered for sale, then in that event a board of arbitration shall be set up to determine the selling price of the shares.

The board of arbitration shall be composed of (3) members and their decision as to selling price of the shares shall be binding upon both the offeror and the offerees.

The board of arbitration members shall consist of (1) member selected by the offeror, (1) member selected by the offerees jointly, and the third member shall be selected by a majority vote of a committee composed of the (2) then existing members of the board of arbitration and a third committee member selected by majority vote of the Board of Directors of the corporation. The board of arbitration shall be appointed and set up within (10) days after the offer has been accepted by the offerees; and further, the determination as to the selling price shall be made within (15) days after the board of arbitration has been established.

In the event the selling price as established by the board of arbitration is not acceptable to the offeror and he elects not to sell his stock in the corporation at the determined price, then the offeror cannot transfer or convey his shares for a period of (6) months following the date when the determination by the board of arbitration has been handed down. At the conclusion of the (6) month period, if the offeror determines to again offer his shares or any part thereof for sale, then the procedures and restrictions on transferability shall recommence.

The board of arbitration, in determining a selling price for the stock, shall consider all factors pertinent to the valuation of the stock, but in no event shall the price as determined by the board of arbitration be less than an amount offered by a third party for the stock, which said amount has been tendered in escrow to the board of arbitration by any third party.

In the event the selling price as established by the board of arbitration is acceptable to the offeror and not acceptable to the offerees, then the offeror is free to sell his shares of stock to any third party or parties who will pay the selling price as determined by the board of arbitration.

In the event the (30) day period, during which time the continuing offer is required to remain in effect as set forth above, the offerees accept the offer to sell, then in that event that (30) day period shall no longer apply. Following the acceptance by the offerees, the offeror and the offerees shall agree upon a sale price within (15) days of the acceptance,

and in the event such agreement cannot be reached, the procedure outlined above for the establishment of the board of arbitration shall commence immediately.

In the event the offeror has continued in his offer to sell, and in the due course of time the procedure outlined above has been completed, including that portion which recommences the arbitration procedure a second time, and no sale transaction has been completed, then in that event the offeror is free to transfer and convey his shares of stock to any third party provided, and at no time shall the offeror transfer or convey his shares of stock for a price less than that amount which the offerors have agreed to accept.

This Article is binding upon all shareholders, present and future, their heirs, assigns, legatees and devisees.

ARTICLE XIII - AMENDMENT:

This 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 subscriber has executed these Articles of Incorporation this 27th day of May, 1994.

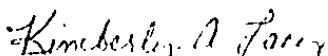


CARROLL S. BARCO, SR., Subscriber

***State of Florida)
County of Orange***

Before Me, a notary public, authorized to take acknowledgements in the state and county set forth above, personally appeared **CARROLL S. BARCO, SR.**, known to me and known by me to be the person (or who has presented a Florida Driver's License as identification) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

Sworn to and Subscribed before me at Orlando, Orange County, Florida, this 6th day of January, 1995.


KIMBERLY A. LACY - Notary Public - State of Florida



**OFFICIAL SEAL
KIMBERLY A. LACY
My Commission Expires
Oct. 6, 1996
Comm. No. CC 233764**

(Seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 007.034, Florida Statutes, the following is submitted, in compliance with said Act:

First --- That **MORSE FIVE INC.**, desiring to organize under the laws of the State of Florida, with its principal office at 3842 S. Orange Blossom Trail, in the City of Orlando, County of Orange, State of Florida 32839-8963, has named **CARROLL S. BARCO, ESQ.**, located at Suite 194, 6220 South Orange Blossom Trail, Orlando, Orange County, Florida 32809, as its Agent to accept service of process within this State.

Signature: _____

CARROLL S. BARCO, SR., Subscriber
January 6, 1995

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept the appointment and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

CARROLL S. BARCO, SR., Registered Agent
January 6, 1995

FILED
JAN 10 PM 12:40
CLERK OF STATE
TALLAHASSEE, FLORIDA