

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Lakeside Inn, Inc.

195000006833

<input type="checkbox"/> Capital Express	<input type="checkbox"/> C. F. F.	<input type="checkbox"/> DISBURSED
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

JAN 24 1995 RSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>W</u>		

WALK-IN Will Pick Up 1-26 11:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
LAKE SIDE INN, INC.

FILED
95 JAN 26 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of Corporation

The name of the corporation shall be:

LAKE SIDE INN, INC.

ARTICLE II
Nature of Business

The general nature of the business to be transacted by this corporation is operation and management of inns, motels and hotels, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 100 shares of Five (\$5.00) Dollar par value all of which shall have the same rights and privileges.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 603 Indian Rocks Road, Belleair, Florida 34616-2056. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

THOMAS W. RUGGLES
603 Indian Rocks Road
Belleair, Florida 34616-2056

ARTICLE VIII
Subscribers

The name and the street address of the subscriber to these Articles of Incorporation are:

THOMAS W. RUGGLES
603 Indian Rocks Road
Belleair, Florida 34616-2056

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 603 Indian Rocks Road, Belleair, Florida 34616-2056 and the Registered Agent shall be THOMAS W. RUGGLES to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

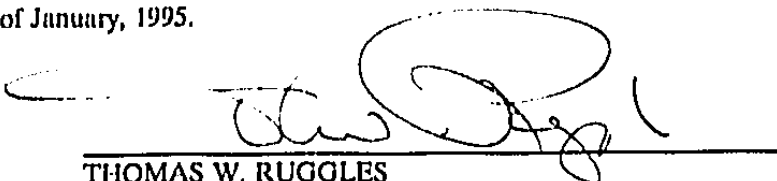
IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal
this 25th day of January, 1995.


THOMAS W. RUGGLES

ACCEPTANCE OF REGISTERED AGENT

THOMAS W. RUGGLES does hereby accept the designation of Registered Agent and states
that he is familiar with, and accepts, the obligations provided for in 607.0501, Florida Statutes.

DATED this 25th day of January, 1995.


THOMAS W. RUGGLES

DECLARATION