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TRANSMITTAL LETTER

FILED

95 FEB -9 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 6, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/09/95--01134--003
***131.25 ***131.25

Subject: CASA DE SUEÑOS BED & BREAKFAST, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the Filing Fee, Certified Copy, and Certificate.

FROM: H. Raymond Tool
20 Cordova Street
St. Augustine, FL 32084
(904) 824-0887

MAH
2-10-95

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be:

CASA DE SUEÑOS BED & BREAKFAST, INC

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be:

20 Cordova Street
St. Augustine, Florida 32084

Article III. Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares of Common Stock

Shares shall be issued as follows:

Sandra C. Tool	50 Shares
H. Raymond Tool	50 Shares

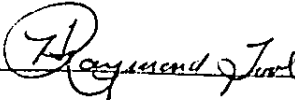
Articles of Incorporation
CASA DE SUEÑOS BED & BREAKFAST, INC
Page 2

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is

H Raymond Tool
20 Cordova Street
St Augustine, Florida 32084

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated above, I hereby accept the appointment as registered 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




Article V Incorporators

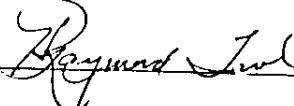
The names and addresses of the incorporators to these Articles of Incorporation are

Sandra C Tool
20 Cordova Street
St Augustine, FL 32084

H Raymond Tool
20 Cordova Street
St. Augustine, FL 32084

The undersigned incorporators have executed these Articles of Incorporation this 6th day of February, 1995





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF
FLORIDA

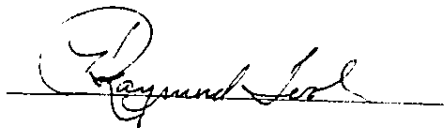
1. The name of the corporation is:

CASA DE SUENOS BED & BREAKFAST, INC.

2. The name and address of the registered agent and office is

H. Raymond Tool
20 Cordova Street
St Augustine, Florida 32084

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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



DIVISION OF CORPORATIONS, P O BOX 6327, TALLAHASSEE, FL