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LAW OFFICE

CARPENTER & GODDARD, P.A.

5608 NW 4th STREET
GAINESVILLE, FLORIDA 32653-8334

TELEPHONE
(904) 371-7788
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RONALD A. CARPENTER

LUCY GODDARD

April 4, 1995

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

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-04/11/95--01038--018
****122.50 ****122.50

RE: INTOWN SUITES ORLANDO SOUTH, INC.

To Whom It May Concern:

Please find enclosed Articles of Incorporation for the above named corporation, along with my firm's check in the sum of \$122.50 to cover the costs of said filing. Also, for your convenience, I have enclosed a copy of the confirmation we received at the time we reserved the name of the corporation.

Thank you for your assistance, and should you have any questions, please call.

Sincerely,

Buffa Blanchet
Buffa A. Blanchet
Legal Assistant

BAB/
Enc.

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95 APR 10 PM 2 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*BAE
4-13*

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9111
FAX 904-222-0393



MAILING ADDRESS
PO BOX 5828
TALLAHASSEE, FL 32314

FAX COVER SHEET

DATE: February 17, 1995

TO: Libby Padgett, Legal Assistant

LAW FIRM/COMPANY: Carpenter & Goddard, P. a.

FAX NO.: 904-373-1114

FROM: Lori R. Dunlap/dks

TOTAL PAGES: 1 (including cover sheet)

IF you do not receive all pages, please call.

RE: INTOWN SUITES ORLANDO SOUTH, INC.

NAME RESERVATION FILING CONFIRMATION

NAME RESERVED : INTOWN SUITES ORLANDO SOUTH,
INC.
STATE OF RESERVATION : Florida
DATE OF RESERVATION : February 17, 1995
LENGTH OF RESERVATION : 120 days
RESERVATION NUMBER : R96000000705
(if applicable)

ARTICLES OF INCORPORATION
OF
INTOWN SUITES ORLANDO SOUTH, INC.

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SECRET
TALLAHASSEE

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

The name of the corporation shall be:

INTOWN SUITES ORLANDO SOUTH, INC.

The principal place of business of this corporation shall be 1951 Central Florida Parkway
Orlando, Florida 32821.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in the operation of a motel and any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5608 N.W. 43rd Street, Gainesville, Florida 32653, and the name of the initial registered agent of the corporation at that address is Ronald A. Carpenter.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

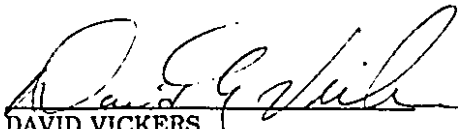
DAVID VICKERS 2102 Piedmont Road
Atlanta, Georgia 30324

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

DAVID VICKERS 2102 Piedmont Road
Atlanta, Georgia 30324


IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal this 3rd day of April, 1995, for the purposes of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


DAVID VICKERS

STATE OF GEORGIA
COUNTY OF Fulton

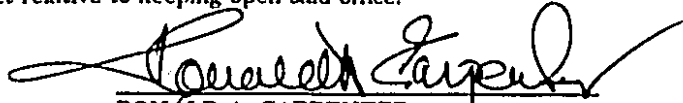
BEFORE ME personally appeared this day, DAVID VICKERS, the party to the foregoing Articles of Incorporation, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 3rd day of April, 1995.


Notary Public State of Georgia
My Commission Expires: May 4, 1998

ACKNOWLEDGMENT:

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


RONALD A. CARPENTER

FILED
95 APR 10 PM 2 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA