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ACCOUNT NO. : 0721000000032

REFERENCE : 580277 86723A

AUTHORIZATION :

COST LIMIT : \$ 122,50

Patricia P. Pugh

ORDER DATE : April 17, 1995

ORDER TIME : 9:05 AM

ORDER NO. : 580277

400001457664

CUSTOMER NO: 86723A

CUSTOMER: David L. Foster, Esq
FOSTER & DAVIS

Post Office Box 2911

St. Petersburg, FL 33731

DOMESTIC FILING

NAME: BLUENOSE MOTEL, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
95 APR 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/17

**ARTICLES OF INCORPORATION
OF
BLUENOSE MOTEL, INC.**

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be:

BLUENOSE MOTEL, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:
To engage in the motel business of renting and leasing rooms, apartments and other accommodations to the public; to purchase, or lease, or otherwise acquire any interest in real and personal

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BLUENOSE MOTEL, INC.

Articles of Incorporation

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property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 292 - 107th Avenue, Treasure Island, Florida 33706.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 292 - 107th Avenue, Treasure Island, Florida 33706, and the name of the initial registered agent of the corporation at that address is PETER ENGELHARDT.

BLUENOSE MOTEL, INC.

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ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The name and address of the incorporators and initial stockholders of this corporation are:

PETER ENGELHARDT
292 - 107th Avenue
Treasure Island, Florida 33706

SOONJA LEIBELT YOON
292 - 107th Avenue
Treasure Island, Florida 33706

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the stockholders. The names and addresses of the initial directors of this corporation are:

PETER ENGELHARDT
292 - 107th Avenue
Treasure Island, Florida 33706

SOONJA LEIBELT YOON
292 - 107th Avenue
Treasure Island, Florida 33706

Said directors shall hold office until their successors are duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

PETER ENGELHARDT
292 - 107th Avenue
Treasure Island, Florida 33706
AND

- President

BLUENOSE MOTEL, INC.

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SOONJA LEIBELT YOON
292 - 107th Avenue
Treasure Island, Florida 33706

- Secretary and Treasurer

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 - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of December, 1994.

Peter Engelhardt (SEAL)
PETER ENGELHARDT

Soonja Leibelt Yoon (SEAL)
SOONJA LEIBELT YOON

INCORPORATORS

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 29th day of December, 1994.

Peter Engelhardt (SEAL)
PETER ENGELHARDT, REGISTERED AGENT

BLUENOSH MOTEL, INC.

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared PETER ENGELHARDT and SOONJA LEIBELT YOON, who are personally known to me and known to me to be the persons described in and who executed the foregoing ARTICLES OF INCORPORATION, as the Incorporators and PETER ENGELHARDT, as the Registered Agent of said corporation, who after being by me first duly sworn depose and say that the statements contained in said instrument are true and they acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of December, 1994.

Notary Public:

David L. Foster



DAVID L. FOSTER
Notary Public - State of Florida
My Commission Expires: 03-21-97
Commission Number: CC 270571

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95 APR 17 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA