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June 2, 1995

Corporation Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 30301

4000001515294  
-06/16/95--11053--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Lake Grassy Motel Inc.

Gentleman:

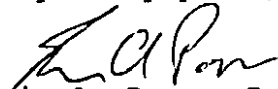
Enclosed is an original of the Article of Incorporation of the subject corporation. Please file.

We have also enclosed a Certificate designating the registered agent and our check in payment of the following costs:

Filing Fee, Articles of Incorporation	35.00
Filing Fee, Registered Agent Certificate	35.00
	\$70.00

Thank you for your assistance in this matter.

Very truly yours,

  
Eric A. Ponce, Esq  
416 5th Avenue  
Indialantic, FL. 32903  
Attorney At Law  
(407) 724-1113  
FL. Bar No. 373291

FILED  
95 JUN 16 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Linda

ARTICLES OF INCORPORATION  
OF  
LAKE GRASSY MOTEL INC.

FILED  
95 JUN 16 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: Lake Grassy Motel Inc.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 100 shares of \$5.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00)

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of this corporation in the State of Florida is: Eduardo Ponce 110 Lakeshore Drive, Lake Placid, FL 33852. The stockholders may from time to time move the principal office to any other address in Florida. The principal office of the Corporation is 110 Lakeshore Drive, Lake Placid, FL 33852.

ARTICLE VII

The Board of Directors of this corporation shall consist

of the stockholders of the corporation.

#### ARTICLE VIII

The names and addresses of the officers are:

NAME	ADRESS	OFFICE
Eduardo Ponce	110 Lakeshore Dr. Lake Placid, Florida 33852	President Vice Pres.
Carmen Ponce	110 Lakeshore Dr. Lake Placid, Florida 33852	Secretary Treasurer

#### ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

NAME	ADDRESS
Eduardo Ponce	110 Lakeshore Dr.
Carmen Ponce	Lake Placid, FL 33852

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI

Every stockholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLES XII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and herunto set their hands and seals this 7 day of June 1995.

Eduardo Ponce  
Carmen Ponce

STATE OF FLORIDA :

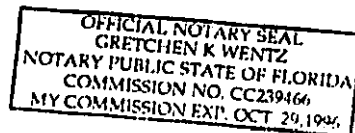
:SS.

COUNTY OF BREVARD:

BEFORE ME, the undersigned authority, and officer duly authorized to administer oaths and take acknowledgments, personally appeared Eduardo Ponce and Carmen Ponce, to me known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that purposes therein expressed.

WITNESS my hand and official seal this 7 day of June 1995.

Gretchen K. Wentz  
Notary Public, State of Florida  
My commission Expires:




STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE  
OF LAKE GRASSY MOTEL INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as President of Lake Grassy Motel Inc. hereby files this statement of the designation and acceptance of the initial registered agent of this Corporation.

The street address of the initial registered office of this Corporation is 110 Lakeshore Drive, Lake Placid, FL 33852 and the name of the initial registered agent of this Corporation at that address is Eduardo Ponce.

DATED this 7 day of June, 1995.

  
Eduardo Ponce, President

LAKE GRASSY MOTEL INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I heroby accept appointment as the registered agent of  
Lake Grassy Motel Inc. at the initial registered office  
of the Corporation at 110 Lakeshore Drive, Lake Placid,  
Florida 33852.

Dated this 7 day of June, 1995.

  
Eduardo Ponce

Lake Grassy Motel Inc.

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