

P95000056853

Richard E. Jesmonth
Attorney at Law

217-A E. Intendencia Street
Pensacola, FL 32501

Telephone: (904) 444-9550
Fax: (904) 444-9676

July 19, 1995

RECEIVED
JUL 21 1995
TALLAHASSEE, FLORIDA

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Navarre Hospitality Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed in regard to the above-referenced corporation along with a check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles to me at the above listed address.

Thank you for your attention in this matter.

Very truly yours,

Cindee Bush

Cindee Bush
Legal Assistant to
RICHARD E. JESMONTH

REJ: cab

Enclosure

FILED
JUL 21 AM 9:03
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NAVARRE HOSPITALITY GROUP, INC.

FILED

95 JUL 21 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be Navarre Hospitality Group, Inc.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND INITIAL
REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Richard E. Jesmonth, 217-A E. Intendencia Street, Pensacola, Florida 32501. The principal address and the Registered Office address of this corporation in the State of Florida shall be the same.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

James C. Lee, III
3220 Avalon Boulevard
Milton, Florida 32583

Richard R. McAlpin
1198 Gulf Breeze Parkway, Unit #8
Gulf Breeze, Florida 32561

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
RESTRICTIONS ON TRANSFER OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such

stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

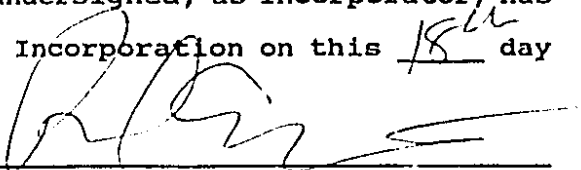
ARTICLE XI
INCORPORATION

The name and street address of the Incorporator of this corporation is: Richard E. Jesmonth, 217-A E. Intendencia Street, Pensacola, Florida 32501.

ARTICLE XII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 18th day of July, 1995.



Richard E. Jesmonth
Incorporator

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

BEFORE ME, a Notary Public, did personally appear
Richard E. Jesmonth, known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on the 18 day of July, 1995.

NOTARY PUBLIC STATE OF FLORIDA
CYNTHIA ANNE BUSH
MY COMMISSION EXPIRES 5-4-97
(SEAL) COMMISSION # CC283156

Cynthia Anne Bush
Notary Public
(Print Name) Cynthia Anne Bush
Commission No.: CC283156
My Commission Expires: 5-4-97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
Navarre Hospitality Group, Inc., at the place designated in the
Articles of Incorporation, Richard E. Jesmonth agrees to comply
with the provisions of Section 48.091 relative to keeping such
office open.

DATE: July 18th, 1995

Richard E. Jesmonth
Richard E. Jesmonth

FILED
95 JUL 21 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000056853

1206 HAY STREET
TALLAHASSEE, FL 32301
(904) 222-0191 FAX



ACCOUNT NO. : 0721000000032
REFERENCE : 787430 803800 EFFECTIVE DATE
AUTHORIZATION : Patricia Pyjette 12-31-95
COST LIMIT : \$ 87.50

ORDER DATE : December 29, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 787430

000001674090

CUSTOMER NO: 803800A

CUSTOMER: John A. Panyko, Esq
Emmanuel Sheppard & Condon
Post Office Drawer 1271
Pensacola, FL 32596

DOMESTIC FILINGS

NAME: NAVARRE HOSPITALITY GROUP,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS JAN - 2 1996

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
95 DEC 29 PM 12:13
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
NAVARRE HOSPITALITY GROUP, INC.
A Florida Corporation

EFFECTIVE DATE
12-31-95

Pursuant to Florida Statutes Sections 607.1402 and 607.1403, the undersigned corporation adopts the following "Articles of Dissolution" for the purposes of dissolving said corporation.

ARTICLE I

The name of the corporation is Navarre Hospitality Group, Inc., a Florida corporation.

ARTICLE II

The dissolution of this corporation was authorized on December 28, 1995, by all the shareholders and directors of the company and shall be effective at 11:59 p.m. on December 31, 1995.

ARTICLE III

The dissolution was approved by all shareholders and directors of the company on the above date and such votes as cast were sufficient to approve the dissolution.

ARTICLE IV


All of the property and assets of the corporation have been distributed effective at 11:59 p.m. on December 31, 1995, to Lodgesouth Navarre, L.C., a Florida Limited Liability Company, the then sole shareholder of the company. Lodgesouth Navarre, L.C., a Florida Limited Liability company, shall succeed to all the rights,

privileges, immunities, and franchises, and all the property, real, personal and mixed, of the dissolved corporation, without the necessity for any separate transfer to the extent permitted by law. Ledgesouth Navarre, L.C., a Florida limited liability company, shall thereafter be responsible and liable for all of the liabilities and obligations of the dissolved corporation and neither the rights of creditors or any liens on the property of Navarre Hospitality Group, Inc., shall be impaired by the dissolution.

Navarre Hospitality Group, Inc.,
A Florida corporation

BY: 
Richard R. McAlpin
Its President

ATTEST:


Secretary

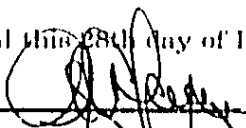
STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, John A. Panyko, a Notary Public, do hereby certify that on this 28th day of December, 1995, personally appeared before me Richard R. McAlpin, and who is personally known to me, being first duly sworn, declared that he is President of Navarre Hospitality Group, Inc., in the name of corporation that he signed the foregoing document as President of such corporation and that the statements therein

contained are true and correct.

Given under my hand and official seal this 28th day of December, 1995.



NOTARY PUBLIC, State of Florida

