

P950000 69472

POCONO RESORT MANAGEMENT, INC.  
c/o William A. Meyer  
1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406  
(407) 689-6602

September 1, 1995

SEP 5 1995  
TALLAHASSEE, FLORIDA

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

Re: Incorporation -- Pocono Resort Management, Inc.

Dear Sir:

Enclosed please find our incorporation documents for the above referenced corporation, and our check in the amount of \$122.50 representing the processing fee.

If you have any questions please call me.

Sincerely,

*Barbara Rickson*

Barbara Rickson  
Administrator

BR:bc  
Enclosures

7000001578527  
-09/06/95--01061--016  
\*\*\*\*122.50 \*\*\*\*122.50

SHARON L. TALA  
SEP 11 1995

Articles of Incorporation  
of  
POCONO RESORT MANAGEMENT, INC.

ARTICLE I - NAME

The name of this Corporation is POCONO RESORT MANAGEMENT, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address and registered office address of the Corporation are the same as indicated below:

William A. Meyer  
1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William A. Meyer	1601 Belvedere Road, Suite 407 West Palm Beach, Florida 33406
Richard Jabara	105 Newtown Road Danbury, Connecticut 06810

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

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

ARTICLE X - INCORPORATION

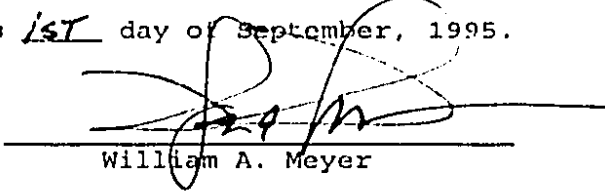
The name and address of the person signing these Articles is:

William A. Meyer  
1601 Belvedere Road, Suite 407  
West Palm Beach, Florida 33406

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

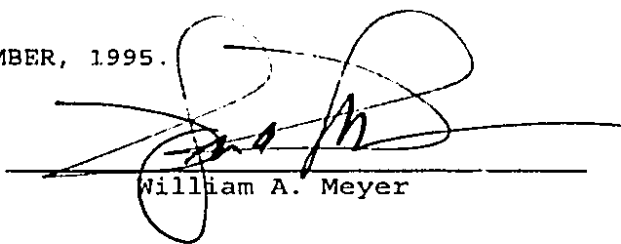
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of September, 1995.

  
\_\_\_\_\_  
William A. Meyer

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 1st DAY OF SEPTEMBER, 1995.

  
\_\_\_\_\_  
William A. Meyer

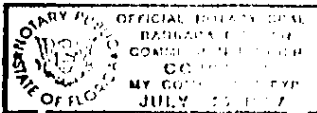
STATE OF FLORIDA                    )  
                                      : BB.:  
COUNTY OF PALM BEACH            )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared WILLIAM A. MEYER, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of POCONO RESORT MANAGEMENT, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, 1995.

Barbara Roberts  
Notary Public, State  
of Florida at Large

My Commission Expires:



# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

AD 4  
 7/2/96  
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REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 7/1 12:00

RE: 1600000069472  
Management, Inc.

C.C. FEE. DISBURSED

Capital Express™  
 Art. of Inc. File  
 Corp. Record Search  
 Ltd. Partnership File  
 Foreign Corp. File  
☒ ( ) Cert. Copy(s)  
☒ Art. of Amend. File  
 Dissolution/Withdrawal  
 C U S-  
 Fictitious Name File  
 Name Reservation 100001880221  
 Annual Report/Financial Statement 07/01/96--01024--025  
 Reg. Agent Service \*\*\*\*\*87.50 \*\*\*\*\*87.50  
 Document Filing  
 Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval  
 UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prep.  
 FAX ( ) pgs.

SUBTOTALS

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
POCONO RESORT MANAGEMENT, INC.**

FILED  
96 JUL -1 AM 10:20  
ALL

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Pocono Resort Management, Inc. (the "Corporation").
2. The following amendments to the Articles of Incorporation of the Corporation were adopted by all of the Directors of the Corporation by the Unanimous Written Consent of Directors in Lieu of a Special Meeting dated June 19, 1998, in the manner prescribed by Sections 607.1005 and 607.1006 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**"ARTICLE I**

The name of the Corporation shall be M J  
Hotels of Wilmington, Inc."

ARTICLE IX of the Articles of Incorporation of the Corporation be deleted in its entirety.

3. The amendments were adopted by all of the Directors prior to the issuance of any stock in the Corporation; therefore, shareholder approval was not required.
4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**POCONO RESORT MANAGEMENT,  
INC., a Florida corporation**

By: \_\_\_\_\_

William A. Meyer, Director