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September 15, 1995

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Little River Inn Bed & Breakfast, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a Brewer, P.A. Trust Account check number 5754 made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) for the following:

- | | | |
|----|-------------------------------------|-----------------|
| 1. | Filing Fee | \$ 35.00 |
| 2. | Certificate of Registered Agent | \$ 35.00 |
| 2. | Certified copy of Corporate Charter | <u>\$ 52.50</u> |
| | Total | \$122.50 |

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Should you have any questions, please feel free to call.

Sincerely,

M. L. Brewer
Michael L. Brewer, Esq.

MLB/mlv
Enclosure

ARTICLES OF INCORPORATION
OF
LITTLE RIVER INN BED & BREAKFAST, INC.

FILED
1968 DEC 10 AM 8:47
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

ARTICLE I - NAME

The name of this corporation is LITTLE RIVER INN BED & BREAKFAST, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 532 North Riverside Drive, New Smyrna Beach, Florida 32168 and the name of the initial registered agent of this corporation at that address is JOYCE M. MACLEAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOYCE M. MACLEAN	532 North Riverside Drive New Smyrna Beach, Florida 32168

ARTICLE VIII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
JOYCE M. MACLEAN	532 North Riverside Drive New Smyrna Beach, Florida 32168

ARTICLE IX INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Provided however that dissolution, liquidation or sale of substantially all of the corporation's assets shall require a 2/3's majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of September, 1995.

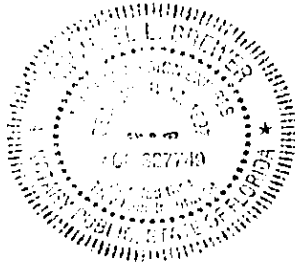

JOYCE M. MACLEAN

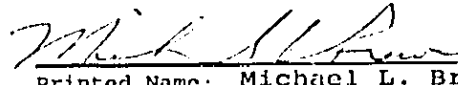
STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15th day of September, 1995, by JOYCE M. MACLEAN, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15th day of September, 1995.



 (SEAL)
Printed Name: Michael L. Brewster
Notary Public
Commission # CC327749
My commission expires: 12/12/97

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- LITTLE RIVER INN BED & BREAKFAST, INC., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at City of
New Smyrna Beach, County of Volusia, State of Florida, has named
JOYCE M. MACLEAN, located at 532 North Riverside Drive, City of New
Smyrna Beach, County of Volusia, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: Joyce M. Maclean
JOYCE M. MACLEAN

Filing Fee \$35.00