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TAYLOR AND EARLY, P. A.

ATTORNEYS AT LAW

115 NORTH FLORIDA AVENUE

DELAND, FLORIDA 32720

RICHARD W. TAYLOR
BOARD CERTIFIED IN REAL PROPERTY
CHARLES L. EARLY JR.
THOMAS W. COLLIER JR.

SIDNEY H. TAYLOR
REGISTERED

0040 734 0558

September 22, 1995

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09/22/95 01074-008
***122.50 ***122.50

Mr. Amir Virani
Toronto Dominion Tower, Suite 2910
700 Georgia Street
Vancouver, B.C. Canada V7Y1B6

VIA FAX 604-685-0505

RE: Pioneer Hotels, Inc.,
a Florida corporation

Dear Mr. Virani:

Enclosed are the proposed Articles of Incorporation for the formation of Pioneer Hotels, Inc., a Florida corporation, and related documents for your review. To avoid mailing delays, I have prepared the documents to for my signature. I will assign any interest I have in the Corporation to you after formation. I have not received any instructions as to having any preferred stock so please note that these Articles provide only for one class of common stock.

Please review the proposed Articles and, if you find them to be correct, inform me and I will have them filed in Tallahassee on Monday. After the Articles have been filed I will order the corporate minute book and share certificates. Also after the incorporation, the Corporation will need to register as a fictitious name any name in which the Corporation wishes to do business. For example, the corporation would want to register as a fictitious name "HOLIDAY INN DELAND" and perhaps the "THE WILD TURKEY SALOON." Please instruct me accordingly. If you have any questions whatsoever please do not hesitate to contact me.

Very truly yours,



Richard W. Taylor

RWT/kbv
encls.

cc: Marvin S. Smith, Jr., Esq.

575 605.2
Meghan
Lester Perry

D. BROWN SEP 26 1995

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BOARD CERTIFIED IN REAL ESTATE

CHARLES L. EARLY, JR.

THOMAS W. COLLIER, JR.

(904) 734-2558

SIDNEY H. TAYLOR
RETIRED

September 22, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE Pioneer Hotels, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for PIONEER HOTELS, INC. I am also enclosing a check in the amount of \$122.50 to cover the filing fee and the charges for certified copy and the designation of registered agent. Please file these articles and return the certificate and the certified copy to me.

Thank you for your assistance in this matter.

Very truly yours,



Richard W. Taylor

RWT/kbv

Encls.

ARTICLES OF INCORPORATION
OF
PIONEER HOTELS, INC.

ARTICLE I - NAME

The name of this corporation shall be PIONEER HOTELS,, INC., and the address of the initial principal office of the corporation is 112 North Florida Avenue, DeLand, Florida 32720.

ARTICLE II - DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, each share with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation will be 112 North Florida Avenue, DeLand, Florida 32720 and the name of the initial registered agent at that office is Richard W. Taylor.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-laws. The initial director shall be: AMIR VIRANI, Toronto Dominion Tower, Suite 2910, 700 Georgia Street, Vancouver, B.C. Canada V7Y1B6.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is Richard W. Taylor, 800 West Voorhis, Ave., DeLand, Florida 32720.

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of September, 1995.

Richard W. Taylor
Richard W. Taylor

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME this day personally appeared Richard W. Taylor, to me known to be the person described in and who executed the foregoing instrument, () who has produced his current driver's license for identification, and he acknowledged before me that he executed the same and () did (X) did not take an oath.

WITNESS my hand and official seal this 22nd day of September, 1995.

(SEAL)

Barbara J. Martin
Barbara J. Martin
(printed name)
Notary Public
State of Florida at Large
Commission No. _____
My Commission Expires: _____



BARBARA J. MARTIN
COMMISSION # CC 359736
EXPIRES MAR 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.


1. The name of the corporation is: PIONEER HOTELS, INC.
2. The name and address of the registered agent and office is:

Richard W. Taylor
(Name)

112 No. Florida Ave.
(P.O. Box not acceptable)

DeLand, FL 32720
(City/State/Zip)

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated
in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.


Richard W. Taylor

Dated: 22 Sept '95