

P 9600007969

FILED
 95 JAN 25 PM 2:12
 TALLAHASSEE, FLORIDA
 400001897844
 -01/25/95--01051--008
 ***122.50 ***122.50

Corporate Research Services

4244 W. Tennessee St., Suite 300
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REX REKSTIS

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TENSAOLA Lakeside, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED
 95 JAN 25 AM 10:45
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
PENSACOLA LAKESIDE, INC.

FILED
95 JUN 25 PM 2:12
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 PENSACOLA LAKESIDE, 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 1000 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, Esq., 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 two (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 name of the initial directors of this corporation and their street addresses are:

James C. Lee, III, 3220 Avalon Blvd., Milton, FL 32583

Richard R. McAlpin, 1198 Gulf Breeze Parkway, Gulf Breeze, FL 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.

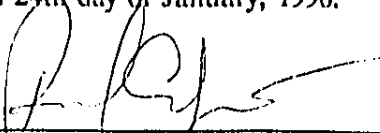
ARTICLE XI **INCORPORATION**

The name and street address of the Incorporator of this corporation is:
Richard E. Jesmonth, Esq., 217-A 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 24th day of January, 1996.



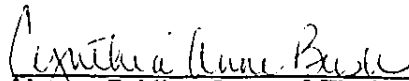
RICHARD E. JESMONTH

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 24th day of January, 1996.

(SEAL)

NOTARY PUBLIC STATE OF FLORIDA
CYNTHIA ANNE BUSH
MY COMMISSION EXPIRES 5-4-97
COMMISSION # CC283158

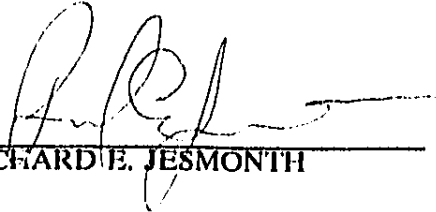


Notary Public - State of Florida
Cynthia Anne Bush
Commission No.: 283156
My Commission Expires: 5-4-97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PENSACOLA
LAKESIDE, 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.

DATED: January 24, 1996



RICHARD E. JESMONTH

FILED
96 JAN 25 PM 2:12
TALLAHASSEE STATE
FLORIDA

P96000007969

1201 HAYS STREET
TALLAHASSEE, FL 32304
904 221-1111
904 221-1111 TAX

800-342-8006



FILED
MAY -3 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 941244 80388A
AUTHORIZATION :
COST LIMIT : \$ 87.50

Patricia P. Potts

ORDER DATE : May 3, 1996
ORDER TIME : 11:03 AM
ORDER NO. : 941244
CUSTOMER NO: 80388A

400001807244

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

DOMESTIC AMENDMENT FILING

NAME: PENSACOLA LAKESIDE, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

Michelle Bailey
5/4

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

PENSACOLA LAKESIDE, INC.

FILED
55 MAY -3 PM 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is PENSACOLA LAKESIDE, INC.

SECOND: The following Amendment of the Articles of Incorporation was adopted by the shareholders and directors of the Corporation on May 2, 1996, in the manner prescribed by Section 607.181(3) of the Florida General Corporation Act and said vote was sufficient for approval:

ARTICLE I

Name

The name of this corporation is LODGESOUTH AVAILABLE CORPORATION, INC.

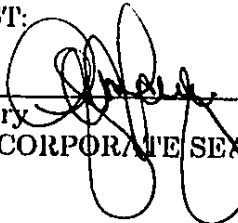
THIRD: The date of adoption of the Amendment by the directors and shareholders pursuant to Section 607.181(3) of the Florida General Corporation Act is May 2, 1996.

DATED May 2, 1996.

ATTEST:

Secretary

(CORPORATE SEAL)



PENSACOLA LAKESIDE, INC.

By:

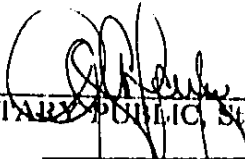


Richard McAlpin, Vice President

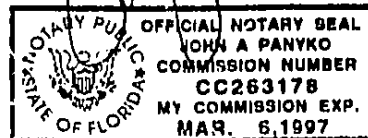
STATE OF FLORIDA
COUNTY OF ESCAMBIA

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, RICHARD MCALPIN, personally known to me and known to me to be the Vice President of Pensacola Lakeside, Inc., a corporation organized and now existing under the laws of the State of Florida, and who, as such officers, executed the foregoing Articles of Amendment to the Articles of Incorporation of Pensacola Lakeside, Inc., and attached the corporate seal of said corporation in the name of and on behalf of said corporation freely and voluntarily for the uses and purposes therein expressed, and with full authority so to do.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of May, 1996.



NOTARY PUBLIC, State of Florida





P96000007969

ACCOUNT NO. : 072100000032

REFERENCE : 472126 80388A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 87.50

ORDER DATE : July 23, 1997

ORDER TIME : 11:56 AM

ORDER NO. : 472126-005

500002245415--6

CUSTOMER NO: 80388A

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

Pensacola, FL 32596

DOMESTIC AMENDMENT FILING

NAME: LODGESOUTH AVAILABLE
CORPORATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

NC 08/12/97

FILED
97 JUL 23 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCESSED
97 JUL 23 PM 1:16
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OF

LODGESOUTH AVAILABLE CORPORATION, INC.

FILED
97 JUL 23 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is LODGESOUTH AVAILABLE CORPORATION, INC.

SECOND: The following Amendment of the Articles of Incorporation was adopted by the shareholders and directors of the Corporation on July 22, 1997, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act and said vote was sufficient for approval:

ARTICLE I

Name

The name of this corporation is LODGESOUTH NAVARRE II, INC.

THIRD: The date of adoption of the Amendment by the directors and shareholders pursuant to Section 607.1003 of the Florida General Corporation Act is July 22, 1997.

DATED July 22, 1997.

ATTEST:

RRR. McAlpin
Secretary

LODGESOUTH AVAILABLE
CORPORATION, INC., a Florida Corporation

By: RRR. McAlpin
Richard R. McAlpin, Its President.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD R. McALPIN, personally know to me and know to me to be the President of LodgeSouth Available Corporation, Inc., a corporation organized and now existing under the laws of the State of Florida, and who, as such officers, executed the foregoing Articles of Amendment to the Articles of Incorporation of LodgeSouth Available Corporation, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd
day of July, 1997.

Dana M. Sutton
NOTARY PUBLIC, State of Florida

