

PROFIT 102217

Secretary of State
Profit Corporations
P.O. Box 3000
Tallahassee, FL 32314

RE: DOWNTOWN EXECUTIVE SUITES, INC.
220 E Madison St, Ste 1200
Tampa, Fl. 33602

Gentlemen:

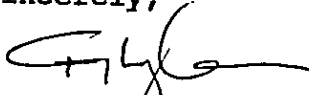
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

PROFIT CORPORATION	
Filing Fees	\$35.00
Registered	\$35.00
Agent Designation	
	<u>\$70.00</u>

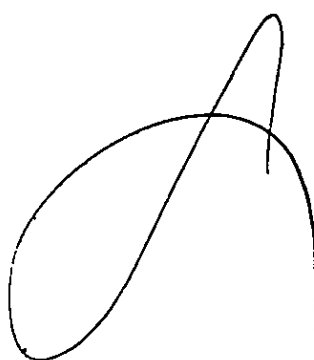
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,


Gregory L. Hughes

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-12/17/96--01140--014
*****70.00 *****70.00

 12/19

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96 DEC 17 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FL 32314

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96 DEC 17 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOWNTOWN EXECUTIVE SUITES, INC.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be: Downtown Executive Suites, Inc., 220 E. Madison St., Ste 1200, Tampa Fl. 33602

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawfull business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and

assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships,

or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute S607.014;

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares,

having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an ammendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be: J Scott Taylor

120 Hyde Park Place
Tampa, Fl. 33602

ARTICLE SIX

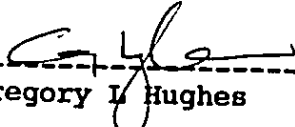
The initial Board of Directors shall consist of a total of 2 person(s), and the name and address of the person(s) to serve as initial director(s) are:

Pres: Gregory L Hughes
2109 Bayshore Blvd #PH2
Tampa, Fl. 33606

The name and address of the incorporator executing these Articles of Incorporation is: Gregory L Hughes

2109 Bayshore Blvd #PH2
Tampa, Fl. 33606

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 11 day of December 1996.



Gregory L Hughes

REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION
DOWNTOWN EXECUTIVE SUITES, INC.

I, J Scott Taylor, am the registered agent for the record.
I reside at 120 Hyde Park Place W Tampa, FL 33602. I understand
and accept the responsibilities and duties of Registered Agent.

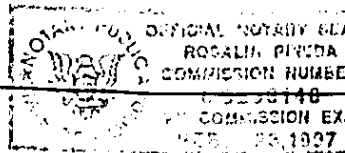
J Scott Taylor
J Scott Taylor
Registered Agent

State of Florida
County of Hillsborough

The foregoing instrument was acknowledged before me this
10th day of Dec 1996.

By *[Signature]*

Notary Public, State of Florida.
My Commission Expires: _____



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 17 AM 11:10

FILED

P96000102217

Requestor's Name
Address

FILED
97 AUG 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Office Use Only

8-28-97 1996-7205-3
GREG HUGHES 813 225-1141
CHESAPEAKE ATLANTIC HOLDINGS
220 EMADISON ST STE 1200
TAMPA FL 33602

S), (if known):

900002280969--4
08/29/97 01057--004
*****35.00 *****35.00

(Corporation Name) (Document #)
4 (Corporation Name) (Document #)

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

NEW FILINGS

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
Ren. statement
Trademark
Other

VS SEP 10 1997

RA Chg.

Examiner's Initials

Charter No. P96000102217
Date Filed 12/17/96

STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: DOWNTOWN EXECUTIVE SUITES, INC.

2. The name and address of its present registered agent is:

J. Scott Taylor Gregory L. Hughes
120 W. Hyde Park Place W 220 E. Madison St. Ste 1200
Tampa, Florida 33602 Tampa, FL 33602

3. The name and street address to which its registered agent is to be changed is: (P.O. BOX IS NOT ACCEPTABLE):

J. Scott Taylor
2909 W. Bay to Bay Boulevard, Suite 403
Tampa, Florida 33629-8177

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

GREGORY L. HUGHES Signature [Signature]
(Type/Print Name and Title) (President or Vice-President)
Date 12/17/97

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Type/Print Name J. SCOTT TAYLOR

SIGNATURE OF AGENT [Signature]

Date 8-7-97

(Filing Fee \$35.00)

FILED
AUG 29 AM 8:15
TAMPA, FLORIDA