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**DORAN, WALTERS, ROST, SELTER & WOLFE**

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THEODORE H. DORAN  
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SUITE 800  
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:  
POST OFFICE DRAWER 15110  
DAYTONA BEACH, FLORIDA 32118  
(904) 255-1111  
FAX (904) 255-4900

OF COUNSEL  
RONALD P. ANDERSON\*  
DAVID H. BLAUGHTER  
\*MEMBER OF GEORGIA BAR

February 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

100001723731  
-02/26/96--01037--003  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: ELITE HOSPITALITY MANAGEMENT CORP.**

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

  
Lawrence G. Walters

LGW/dk  
Enclosures

cc: Mr. Sean F. McCabe  
5221 E. Colonial Avenue  
Orlando, FL 32807

FEB 27 1996

c:\admin\corp\articles.ltr

TALLAHASSEE, FLORIDA

RECEIVED  
FEB 26 AM 9:40

**ARTICLES OF INCORPORATION  
OF  
ELITE HOSPITALITY MANAGEMENT CORP.**

**FILED**

96 FEB 26 AM 9:41

**ARTICLE I. NAME**

TALLAHASSEE, FLORIDA

The name of this corporation shall be Elite Hospitality Management Corp.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all legal business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share.

Articles Of Incorporation Of Elite Hospitality Management Corp.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the

Articles Of Incorporation Of Elite Hospitality Management Corp.

shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Sean F. McCabe, 5221 E. Colonial Avenue, Orlando, FL 32807.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Lawrence G. Walters.

#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Lawrence G. Walters, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

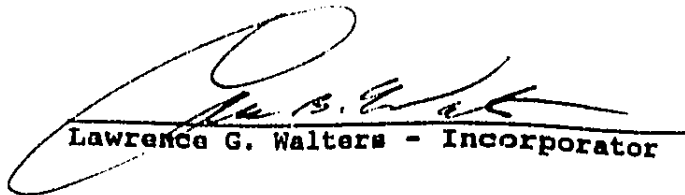
#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Articles Of Incorporation Of Elite Hospitality Management Corp.

**ARTICLE XII. MAILING ADDRESS**

The mailing address of the Corporation is Post Office Box  
15110, Daytona Beach, Florida 32115.

  
Lawrence G. Walters - Incorporator

I hereby accept my designation as resident agent and agree to  
serve as the resident agent of Elite Hospitality Management Corp.  
I hereby state that I am familiar with and accept the duties and  
responsibilities as registered agent for Elite Hospitality  
Management Corp.

  
Lawrence G. Walters - Registered Agent

State Of Florida  
County Of Volusia

On February 22, 1996, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Elite Hospitality Management Co.-p.

Angela R. Spangler  
Angela R. Spangler  
Notary Public



ANGELA R SPANGLER  
My Commission CC478604  
Expires Jul. 08, 1999  
Issued by ANS  
800-052-0878

FILED  
66 FEB 26 AM 9:41  
TALLAHASSEE, FLORIDA