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DIVISION OF CORPO.

CUSTOMER NO. : 07210000000000

REFERENCE : 874676 BLATNO

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 20.00

ORDER DATE : March 04, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 874676

700001737617

CUSTOMER NO. : BLATNO

CUSTOMER: Philip D. Allen, Esq.
DEMONI MONSON GILLES & YARBURY

P. O. Box 10573

Tallahassee, FL 32309

DOMESTIC FILING

NAME: TERRACE HOTEL CORPORATION

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CUSTOMER NO. : 07210000000000

DGS

NR 795-5490

1. 2. 3. 4. 5. 6. 7. 8. 9. 10.

T. BROWN MAR 11 1996

FILED
96 MAR -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1995

PHILIP O. ALLEN, ESQ.
DEVANE, MUNSON, ALLEN & YANCEY
P.O. BOX 1028
LAKE LAND, FL 33802

The name TERRACE HOTEL CORPORATION has been reserved for 120 days beginning December 5, 1995. The reservation number is R95000005490 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 395A00052820

ARTICLES OF INCORPORATION
OF

TERRACE HOTEL CORPORATION

FILED
96 MAR -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of a corporation under Florida law adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is TERRACE HOTEL CORPORATION.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the corporation is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have authority to issue one hundred thousand (100,000) shares of one cent (\$0.01) per share par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

No preemptive rights shall be granted to shareholders.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT**

The initial principal and registered office of the corporation is 1701 South Florida Avenue, Lakeland, Florida 33803, and its initial registered agent at such address is Philip O. Allen. The mailing address at the corporation is Post Office Box 1028, Lakeland, Florida 33802.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as set forth in the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Philip O. Allen
1701 South Florida Avenue
Lakeland, Florida 33803

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is:

Philip O. Allen
701 South Florida Avenue
Lakeland, Florida 33803

ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, or to add additional articles hereto, either by

action of its Board of Directors or by action of its shareholders and any right conferred upon the shareholders is subject to this provision.

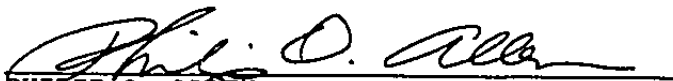
ARTICLE X - INDEMNIFICATION

To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature.

ARTICLE XI - COMMENCEMENT OF CORPORATION EXISTENCE

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of March, 1996.


PHILIP O. ALLEN

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared
PHILIP O. ALLEN, known to me to be the person who executed the
foregoing Articles of Incorporation and he acknowledged before me
the execution thereof to be a free act and deed for the uses and
purposes therein mentioned and intended.

WITNESS my hand and official seal in the State and County
aforesaid, this 7th day of March, 1996.

Doris Hahl
Notary Public

My Commission Expires:



Doris Hahl
MY COMMISSION # CC504145 EXPIRES
February 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
96 MAR -8 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

The following is submitted pursuant to Section 48.091,
Florida Statutes:

TERRACE HOTEL CORPORATION organized under the laws of the
State of Florida, with its principal office at 1701 South Florida
Avenue, Lakeland, Florida 33803, and its mailing address being
Post Office Box 1028, Lakeland, Florida 33802, has named Philip
O. Allen, of 1701 South Florida Avenue, Lakeland, Florida 33803,
as its registered agent to accept service of process within this
state.

I agree, as registered agent, to accept service of process,
to keep my office open during prescribed hours, and to post my
name in some conspicuous place at my office, as required by law.

DATED this 7th day of March, 1996.


PHILIP O. ALLEN
Registered Agent