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OF COUNSEL:
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March 18, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/22/96--01077--011
*****78.75 *****78.75

ENCLOSED HEREWITH ARE THE FOLLOWING:

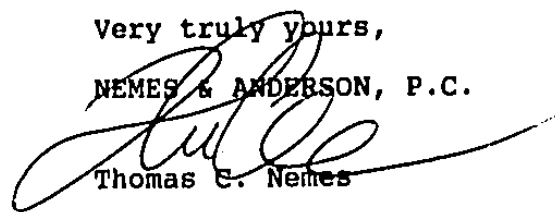
ROBERT J. MAGIERA / VILANO BEACH MOTEL, INC.
- ARTICLES OF INCORPORATION

- _____ Your signature and return true copies in the return envelope provided.
- _____ For your review.
- _____ Filing.
- _____ Filing and return of true copies to our office.
- _____ For your records. We will be awaiting your answers within 28 days from your receipt of this correspondence.
- _____ For your records.
- XX Enclosed is a check in the amount of \$78.75 to cover filing fees.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 MAR 22 AM 10 19
FILED

Very truly yours,

NEMES & ANDERSON, P.C.



Thomas C. Nemes

TCN/sh
enclosure

SMS
3/28/96

ARTICLES OF INCORPORATION

FILED

96 MAR 22 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Vilano Beach Motel, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

50 Vilano Road
St. Augustine, Florida 32095

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Fifty Thousand Shares (50,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert J. Magiera
50 Vilano Road
St. Augustine, Florida 32095

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Robert J. Magiera

50 Vilano Road
St. Augustine, Florida 32095

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

18th day of March, 19 96.



Robert J. Magiera Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Vilano Beach Motel, Inc.

2. The name and address of the registered agent and office is:

Robert J. Magiera
(NAME)

50 Vilano Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

St. Augustine, Florida 32095
(CITY/STATE/ZIP)

FILED
96 MAR 22 AM 10:19
TALLAHASSEE, FLORIDA

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.

Robert J. Magiera
(SIGNATURE)

3-18-96
(DATE)