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TRANSMITTAL LETTER

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

1000001775721
-04/10/96--01085--005
****122.50 ****122.50

SUBJECT: WHITEWATER HOTEL PARTNERS INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

FIRST VENTURE PARTNERS LTD.
Name
PO BOX 172841
Address
TAMPA FL 33672
City, State, & Zip
(904) 255-3411
Telephone Number

FILED
APR 10 1996
TALLAHASSEE, FL

4-15-96
TH

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is: Whitewater Hotel Partners, Inc.

SECOND

The period of its duration is: Perpetually thereafter until dissolved by law.

THIRD

The purpose of the corporation is: To engage in any business or activity permitted under the laws of the United States and this State.

FOURTH

The aggregate number of authorized shares is: Three Thousand (3,000) shares of common stock having a par value of \$1.00 per share.

FIFTH

The corporation will not commence business until at least one hundred dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock are not authorized.

SEVENTH

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the board of directors at any annual, or special meeting, provided at least ten (10) days written notice is given each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation must be approved by a majority vote of the shareholders of the corporation.

EIGHTH

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

NINTH

The address of the initial registered office of the corporation is: 8029 124th Terrace N. Largo, Florida 34643 and the name of its initial registered agent at such address is: Richard A. Maslar

TENTH

Address of the principal place of business is: P.O. Box 172841 Tampa, Florida 33672

ELEVENTH

The number of directors constituting the initial board of directors of the corporation is Three, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Paul J. Desch	1233 Rainbrook Circle Valrico, Florida 33594
Michael S. Peek	1210 77th Street N. St. Petersburg, Fl 33710
Richard A. Maslar	8029 124th Terrace N. Largo, Florida 34643

The Name and Address of the incorporators are:

First Venture Partners Ltd.
8029 124th Terrace N.
Largo, Florida 34643

The undersigned have executed these Articles of Incorporation
this 6th day of April, 1996.

Paul J. Desch President

Michael S. Peek V.P./ Secretary

Richard A. Maslar V.P./ Treasurer

**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: Whiteswater Hotel Partners Inc.

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

Richard A. Maslar
(NAME)

8029 124th Terr N.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Largo FL 34643
(CITY/STATE/ZIP)

FILED
SERIES 10-13-47
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.


(SIGNATURE)

4/6/96
(DATE)