

MAY 15 1996 10:40 TO 19049224000

FROM Hicks and MacQuarrrie 100 P.01

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
MACQUARR

FROM: DANIEL HICKS, P.A. / HICKS &

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

2303 SE 17TH ST., STE. 201
P.O. BOX 1088 (34478)
OCALA FL 34471-0000301-

FAX: (904) 922-4000

CONTACT: SHEILA HOWARD
PHONE: (904) 351-3353
FAX: (904) 351-2284

((H96000006897))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: FT. MYERS TRAVEL PLAZA, INC.

FAX AUDIT NUMBER: H96000006897

CURRENT STATUS: REQUESTED

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96 MAY 15 PM 5:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 15 PM 4:02

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

April 26, 1996

SHRILA HOWARD
DANIEL HICKS, P.A.
P O BOX 1088
OCALA, FL 34478-1088

The name **FT. MYERS TRAVEL PLAZA, INC.** has been reserved for 120 days beginning April 26, 1996. The reservation number is **RS6000002137** 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

Maria Bartlett

Letter number: 696A00019934

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96 MAY 15 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FT. MYERS TRAVEL PLAZA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: **FT. MYERS TRAVEL PLAZA, INC.**

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is: 6503 U.S. Highway 301 North, Tampa, FL 33610, and the mailing address of the Corporation is 6503 U.S. Highway 301 North, Tampa, FL 33610.

ARTICLE III

EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE IV

BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this Corporation or the objects or purposes of the Corporation shall be as follows:

1. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

((H96000006897))

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator is as follows:

Daniel Hicks, 2303 Professional Center, Suite 201, 2303 S.E. 17th Street, Ocala, FL 34471

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of May, 1996.



Daniel Hicks, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared DANIEL HICKS, Incorporator, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 14th day of May, 1996.

((H96000006897))

MAY 15 '96 14:42 TO 19049224000

FROM Hicks and MacQuarrie T-100 P.06

((H96000006897))
XXXXXXXXXXXX

My Commission expires:

SHERY E. HODGES
Notary Public-State of Florida
My Comm. Exp. January 12, 1997
Comm. #CC252401


Notary Public, State of Florida

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.


Daniel Hicks

Date: May 14, 1996

FILED
96 MAY 15 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H96000006897))
XXXXXXXXXXXX

P96000041872

STEPHEN M. MAHER
Attorney at Law
2077 First Street, Suite 206
Fort Myers, Florida 33901
Telephone: 941-334-4067
Fax: 941-334-9554

January 12, 1996

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

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-06/19/96--01008--011
*****87.50 *****87.50

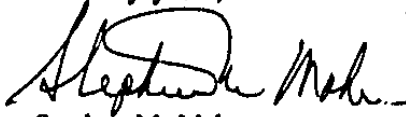
RE: FILING OF ARTICLES OF AMENDMENT FOR FT. MYERS TRAVEL PLAZA,
INC..

Enclosed please find two executed originals of the Articles of Amendment for FT. MYERS TRAVEL PLAZA, INC. for filing with your office, together with my check made payable to the Secretary of State in the amount of \$87.50. This amount is representative of the \$35.00 filing fee for the Articles and the \$52.50 fee for certified copy of the Articles..

On filing for record of the above Articles of Amendment, I would greatly appreciate your returning to me the certified copy of the Articles of Amendment to the above letterhead address.

Your assistance and cooperation in this matter is greatly appreciated.

Sincerely yours,


Stephen M. Maher

SMM/ss

Enclosures

SH 6/20/96
Amended.

FILED
96 JUN 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
FT. MYERS TRAVEL PLAZA, INC.

FILED
95 JUN 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Florida Department of State

The undersigned, as Director of FT. MYERS TRAVEL PLAZA, INC., adopted the below-detailed amendments to the Articles of Incorporation at a special meeting held on the 20th day of May, 1996. The Directors made such amendments prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

1. Article II in its entirety shall be amended to read:

The address of the principal office of the Corporation is 6050 Plaza Drive, Fort Myers, Fl 33905, and the mailing address of the Corporation is 6050 Plaza Drive, Fort Myers, Fl 33905.

2. Article V in its entirety shall be amended to read:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any form with a value, in the judgment

of the Directors, equivalent to or greater than the full par value.

3. Article VI in its entirety shall be amended to read:

REGISTERED OFFICE AND AGENT ADDRESS

The address of the registered office of the corporation in the State of Florida is 2077 First Street, Suite 206, Fort Myers, Fl 33901 and the name of the Registered Agent at that address is STEPHEN M. MAHER. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

4. Article VIII in its entirety shall be amended to read:

The name and address of the incorporator is as follows: Daniel Hicks, 2303 Professional Center, Suite 201, 2303 S.E. 17th Street, Ocala, Fl 34471. The Subscriber of these Articles of Incorporation hereby assigns to this corporation their rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

5. A new Article X shall be added which shall read:

ARTICLE X - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer, or are Directors or officers, of such other corporation, any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, or other corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or other corporation.

6. A new Article XI shall be added which shall read:

Effective with the execution of these Articles of Amendment the following Officers are elected and shall serve until their successors are elected in accordance with the By-Laws of the Corporation:

NAME AND ADDRESS

OFFICE

GEORGE S. WARNER

PRESIDENT

14711 Croydon Place

Tampa, Florida 33618

JERRY ALLEN LONGWORTH

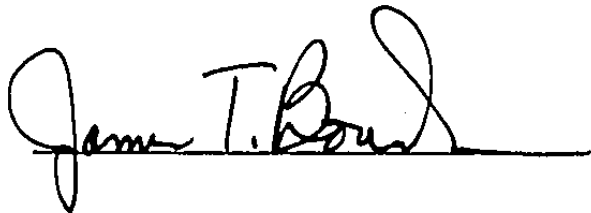
SECRETARY/TREASURER

8516 Caladesi Island Drive

Tampa, Florida 33637

The effective date of the amendments herein made is the 20th
day of May, 1996

IN WITNESS WHEREOF, I, the undersigned James T. Bounds,
have hereunto set my hand and seal this 14 day of June
, 1996, for the purpose of amending the Articles of Incorporation
as above stated as provided for under Florida Statutes Section
607.1006 of the laws of the State of Florida, and I hereby make and
file in the office of the Secretary of State of the State of
Florida these Articles of Amendment, and certify that the facts
herein stated are true.



STATE OF FLORIDA)

COUNTY OF Manatee)

I HEREBY CERTIFY that on this day before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared James T. Bounds,
to me known to be the person described as _____
or who provided the following identification, FL DL # B532-458-422080
_____ and who executed the foregoing Articles of
Amendment, and acknowledged before me that he executed such

Articles on behalf of the Corporation.

WITNESS my hand and official seal in the State and County
named above this 14th day of June, 1996.

My Commission expires:

(SEAL)



DIANE KNEEDHAM
My Commission CO377882
Expires Jun. 28, 1998
Bonded by AND
800-882-6878

Diane Kneedham
NOTARY PUBLIC

ACCEPTANCE AS DESIGNATED RESIDENT AGENT

I CERTIFY that I am a permanent resident of Lee County,
Florida.

I hereby accept the foregoing Designation as Resident Agent.

DATED at Fort Myers, Lee County, Florida this 12th day of
June, 1996.

Stephen M. Maher
STEPHEN M. MAHER
Resident Agent