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THE DAY BUILDING
SUITE 630
605 EAST ROBINSON ST.
POST OFFICE BOX 2248
ORLANDO, FLORIDA 32802
TELEPHONE (407) 422-5758
TELECOPIER (407) 422-2380

April 19, 1996

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-06/06/96--01097--007
***122.50 ***122.50

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for Diversified
Hospitality, Inc.

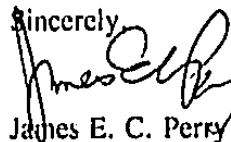
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and I am also requesting a Florida
Certificate of Incorporation for the above-referenced corporation. I have enclosed a check for
~~\$120.00~~ for the following:
122.50

\$35.00	Filing fee
\$35.00	Registered Agent Designation fee
\$50.00	Florida Certificate of Incorporation <i>cc</i>
52.50	

If you have any questions or comments, please do not hesitate to contact me at (407) 422-
5758. Thank you in advance for your cooperation.

5.31.96
Mr. James Perry sending
another ✓ for 122.50
KR

Sincerely,

James E. C. Perry

FILED
96 MAY 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JECP/cms

enclosures

W-11564

Chris Smith per
James Wade GAVE
AUTHORIZATION BY PHONE TO
CORRECT APT. VI
DATE 6-4-96
DOC. EXAM *KR*

48-496

ARTICLES OF INCORPORATION FILED
OF 96 MAY 28 PM 4:01
DIVERSIFIED HOSPITALITY, INC. SECRETARY OF STATE
(a Corporation for Profit) JALAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be DIVERSIFIED HOSPITALITY, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 7,500 shares of Capital Stock with a par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 800 N. Magnolia Avenue, Suite 1701, Orlando, Florida 32803, and the name of the initial registered agent is JAMES N. WADE.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of three (3) members, who need not be residents of the State of Florida or a Shareholder of the Corporation.

The names and addresses of the persons who shall serve as officers until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES N. WADE	800 N. Magnolia Ave, Ste 1701, Orlando, Florida (Chairman/CEO)
JA JA WADE	800 N. Magnolia Ave., Ste.1701, Orlando, Florida (Secretary)
LAVERNE KELLY	1415 W. Central Boulevard, Orlando, Florida (Vice-Pres.)

ARTICLE VII - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES N. WADE	800 N. Magnolia Avenue, Suite 1701 Orlando FL 32803

ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The

preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this Corporation will be set forth in a Stock Transfer Agreement.

ARTICLE XI - INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

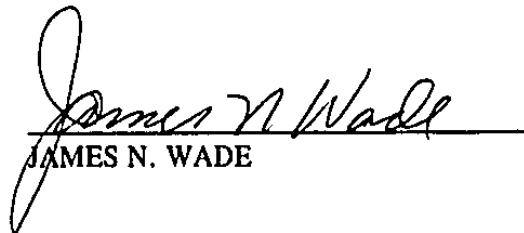
ARTICLE XII - REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 29th day of March, 1996.


JAMES N. WADE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared, JAMES N. WADE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at the aforesaid State and County, this 29th day of March, 1996.



L. DANETTE BONDS
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. JUNE 21, 1999
NO. CC209411

NOTARY PUBLIC

My Commission Expires: June 21, 1996

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DIVERSIFIED HOSPITALITY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 800 N. Magnolia Avenue, Suite 1701, Orlando, Florida, 32803, has named **JAMES N. WADE**, located at 800 N. Magnolia Avenue, Suite 1701, Orlando, Florida 32803, as its agent to accept service of process within Florida.

Signature

James N. Wade
JAMES N. WADE

Title

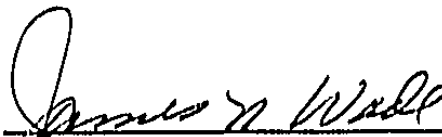
Chairman / CEO

Date

3/27/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my Duties.

Signature



JAMES N. WADE

Title

Registered Agent

Date

2/27/96

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FILED

96 MAY 28 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA