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1201 HAYS STREET

TALLAHASSEE, FL 32301

904/22-0111

(IN FLORIDA) FAX



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 980570 7107789

AUTHORIZATION :

COST LIMIT : ~~XXXXXX~~ *Revised*

ORDER DATE : June 7, 1996

ORDER TIME : 2:56 PM

ORDER NO. : 980570

CUSTOMER NO: 7107789

CUSTOMER: Mr. Greg Matovina
MATOVINA & COMAPNY

Suite 106a
2955 Hartley Road
Jacksonville, FL 32257

00000185629 0
-06/10/96--01002--024
*****70.00 *****70.00

DOMESTIC FILING

NAME: ASHFORD OF JACKSONVILLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

96 JUN -7 PM 4: 14

RECEIVED

glet10/96

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 11 9:21

**ARTICLES OF INCORPORATION OF
ASHFORD OF JACKSONVILLE, INC.**

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

ARTICLE I NAME

The name of the corporation shall be Ashford of Jacksonville, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address shall be 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William R. Howell, II, 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is four, and the name(s) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholder(s) or until successors are elected and qualified are William R. Howell, II, Julius C. Olson, William B. Towers, Jr. and John B. Towers, each having an address at 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is William R. Howell, II, whose address is 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

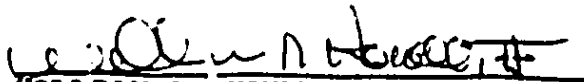
The undersigned has executed these Articles of Incorporation this 6th day of June, 1996.

INCORPORATOR



WILLIAM R. HOWELL, II

REGISTERED AGENT

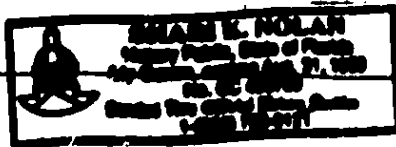
I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.


WILLIAM R. HOWELL, II

Sworn to and subscribed before me this 5th day of June, 1996.


NOTARY PUBLIC

My Commission Expires



95.000-7 11021

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is Ashford of Jacksonville, Inc.
2. The name and address of the registered agent and office is:

William R. Howell, II
2955 Hartley Road, Suite 106A
Jacksonville, FL 32257

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.



William R. Howell, II