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June 17, 1996

BROWN JUN 21 1996

ARTICLES OF INCORPORATION
OF
INTER - HOTEL & RESORTS INT'L, INC.

RECORDED
11/13/86
11/13/86

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The Name of the Corporation is Inter - Hotel & Resorts Int'l, Inc. whose address is 1487 Second St., Suite A, Sarasota, Florida 34236.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock with par value of \$1.00 per share. The Board of Directors may dispense of the authorized but unissued stock from time to time.

ARTICLE V. RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restriction on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the Principal Office is 1487 Second Street, Suite A, Sarasota, Florida 34236. The registered office is 1487 Second Street, Suite A, Sarasota, Florida 34236. The name and address of the principal agent is Stanley Appel, 1487 Second Street, Suite A, Sarasota, Florida 34236.

ARTICLE VII DIRECTORS

This Corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of each member of the first board of directors is: Stanley Appel, 8222 Regent Court, University Park, Florida 34201, and Marsha Oldinski, 211 34th Avenue Drive East, Bradenton, Florida 34208.

ARTICLE VIII INCORPORATION

The name and street address of the incorporator is Stanley Appel, 8222 Regent Court, University Park, Florida 34201.

ARTICLE IX COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing.

IN WITNESS WHEREOF, I have subscribed my name this 18th day

of June, 1996.

Stanley Appel
Stanley Appel

ACCEPTANCE

Having been named as registered agent for Inter - Hotel & Resorts Int'l, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 18th day of June, 1996.

Stanley Appel, Registered Agent
Stanley Appel, Registered Agent

STATE OF FLORIDA

COUNTY OF SARASOTA

On this 18th day of June 1996 before me, the undersigned, personally appeared, Stanley Appel, Registered Agent, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid.



Marsha Oldinski
Notary Public

MARSHA OLDINSKI