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July 12, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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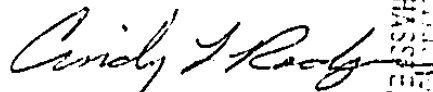
Re: New Corporation Filing

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation of Clermont Hospitality, Inc. Also enclosed is our check in the amount of \$70.00. Please file the original Articles of Incorporation and mail to me a conformed copy thereof in the enclosed self-addressed, stamped envelope.

Please call me if you have any questions or comments. Thank you for your assistance.

Sincerely,



Cindy L. Rodgers

CLR/cat
Enclosures

FILED
96 JUL 16 AM 8:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
CLERMONT HOSPITALITY, INC.

ARTICLE I - NAME

The name of this corporation is Clermont Hospitality, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in the development of a hotel in Lake County, Florida.
2. To transact any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE

The initial principal office of the corporation shall be c/o Dima Resorts, Inc., 251 S. Atlantic Avenue, Ormond Beach, Florida 32176.

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CLERMONT COUNTY, FLORIDA

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 255 South Orange Avenue, Suite 1600, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Alton L. Lightsey.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than five. The names and addresses of the initial directors of this corporation are:

Ishwar Naran
c/o Dima Resorts, Inc.
251 S. Atlantic Avenue
Ormond Beach, FL 32176

Mohan Bhoola
c/o Dima Resorts, Inc.
251 S. Atlantic Avenue
Ormond Beach, FL 32176

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Alton L. Lightsey
255 S. Orange Avenue
Suite 1600
Orlando, Florida 32801

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

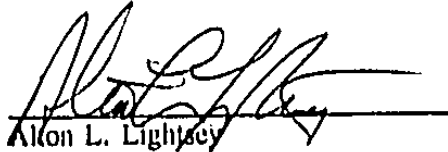
ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

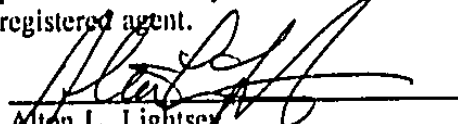
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1996.


Alton L. Lightsey
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.


Alton L. Lightsey
Date: July 10, 1996

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96 JUL 16 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA