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ORDER DATE: August 28, 1996

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CUSTOMER NO: 86723A

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CUSTOMER: David L. Foster, Esq

FOSTER & DAVIS

Post Office Box 2911

St. Petersburg, FL 33731

DOMESTIC FILING

NAME: AUPT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION

____ CERTIFICATE OF LIMITED PARTNERSHIP

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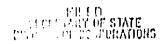
__ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:



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ARTICLES OF INCORPORATION

OF

AUPT, INC.

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

ARTICLE I - INDEX

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ARTICLE II - NAME

AMENDMENT

The name of the corporation shall be: AUPT, INC.

ARTICLE XIII

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To own and operate motels, hotels, apartments and other real estate for rental purposes; to rent and lease rooms, apartments and other accommodations to the public; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 10,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 4990 - 34th Street North, St. Petersburg, Florida 33714.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 4990 - 34th Street North, St. Petersburg, Florida 33714, and the name of the initial registered agent of the corporation at that address is THAKOR M. PATEL.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The name and address of the incorporators and initial stockholders of this corporation are:

THAKOR M. PATEL 4990 - 34th Street North St. Petersburg, Florida 33714

AND

PRATIBHALATA T. PATEL 4990 - 34th Street North St. Petersburg, Florida 33714

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the stockholders. The names and addresses of the initial directors of this corporation are:

THAKOR M. PATEL 4990 - 34th Street North St. Petersburg, Florida 33714

AND

PRATIBHALATA T. PATEL 4990 - 34th Street North St. Petersburg, Florida 33714

Said directors shall hold office until their successors are duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

THAKOR M. PATEL - 4990 - 34th Street North St. Petersburg, Florida 33714

President

AND

PRATIBUALATA T. PATEL - Secretary and Treasurer 4990 - 34th Street North St. Petersburg, Florida 33714

Pago Kour

ARTICLE XI - INDEMNIFICATION

The corporation shall indomnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 44 day of August, 1996.

Thater or Patel (SEAL)

Pratibhal da T. Patel (SEAL)
PRATIBHALATA T. PATEL

INCORPORATORS

ACCEPTANCE_BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this $27 \,\text{M}$ day of August, 1996.

Thakor M. Patel (SEAL)

REGISTERED AGENT

AUPT, INC. Atticles of Incorporation

Partie & SAL

STATE OF FLORIDA COUNTY OF PINELLAR)

1 HERRERY CRATTER that on this day, hetere me, an entities duly authorized in the Sigte and County afermonded for administrate crafter and take acknowledgments, personally appeared Wakill k. PARIL will PRATIBIALATA T. PATEL , who are personelly known to me and friend he me to be the persons described in and who executed the ferringity ARTICLES OF INCORPORATION , on the Incorporations and Thatth A. PATEL, , as the Registered Agent of sedd correspondation, who efter baing by me first, duly sweep decrease and any that the atabements contained in maid instrument are true and they belenewledged that they executed the same dreely and velluntarilly for the purplemen therein expressed.

WITNESS my hand and official seal in the County and Stabe lent aforesaid this 277 day of August, 1996.

Notary Public: (Signature) Namo: (Print)

My Notary Stamp or Seals

My Commission Expires :

My Commission Number :

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