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October 7, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

RE: NORTHCAL HOSPITALITY, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

File fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

LaDonna J. Cody

LaDonna J. Cody,
Attorney

LJC/mck
encl.

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DIVISION OF CORPORATIONS
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NORTHCAL HOSPITALITY, INC.

ARTICLES OF INCORPORATION

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

ARTICLE I

The name of the corporation shall be **NORTHCAL HOSPITALITY, INC.**

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 7500 shares of Section 1244 common stock at One Dollar (\$1.00) par value.

ARTICLE V

The name and address of the initial registered agent and office of this corporation are as follows:

Initial Office Address:
2200 McGregor Blvd.
Fort Myers, FL 33901

Registered Agent and
address of Registered Office:
Robert A. Cox
2200 McGregor Blvd.
Fort Myers, FL 33901

ARTICLE VI

This corporation shall have one director initially. The

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number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the director of this corporation is:

Robert A. Cox
2220 West First Street
Fort Myers, FL 33901

ARTICLE VII

The initial officers of this corporation shall be President, Secretary and Treasurer, as follows:

President: Robert A. Cox
2220 West First Street
Fort Myers, FL 33901

Secretary: Robert A. Cox
2220 West First Street
Fort Myers, FL 33901

Treasurer: Robert A. Cox
2220 West First Street
Fort Myers, FL 33901

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as incorporator is:

Robert A. Cox
2220 West First Street
Fort Myers, FL 33901

ARTICLE IX

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

ARTICLE X

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of OCTOBER, 1996.

Robert A. Cox
ROBERT A. COX

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared ROBERT A. COX, to me known to be the person described as subscriber in NORTH CAL HOSPITALITY, INC., and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 9 day of OCTOBER, 1996.

Identification Presented to
Notary:

PERSONALLY KNOWN

Ladonna J. Cody
Notary Public, State of Florida
LADONNA J. CODY
My Commis. Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE
AND REGISTERED AGENT

The undersigned subscriber of NORTHCAL HOSPITALITY, INC.
hereby designates the following individual as registered agent for
this corporation, and the following address as the registered
office of the corporation:

Robert A. Cox
2200 McGregor Blvd.
Fort Myers, FL 33901

Robert A. Cox (SEAL)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as
registered agent of NORTHCAL HOSPITALITY, INC.

DATED this 9 day of OCTOBER, 1996.

Robert A. Cox (SEAL)
Robert A. Cox

This Instrument Was Prepared By:
LaDonna J. Cody, P.A.
2449 First Street
Fort Myers, Florida 33901
(941) 334-3776