

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-3931

800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 141026 81350A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 1, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 141026-010

CUSTOMER NO: 81350A

CUSTOMER: Howard L. Dale, Esq.
DALE, BALD & ALTES, P.A.

Suite 1100
200 West Forsyth Street
Jacksonville, FL 32202

100001994021--1
-11/01/96--01040--021
****122.50 ****122.50

DOMESTIC FILING

NAME: HOTEL MANAGEMENT AFFILIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96 NOV -1 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -1 PM 12:18
DIVISION OF INCORPORATION
11-1-96
KR

ARTICLES OF INCORPORATION
OF
HOTEL MANAGEMENT AFFILIATES, INC.

FILED
96 NOV -1 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Hotel Management Affiliates, Inc.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is 218 Beach Boulevard, Suite 9, Jacksonville Beach, Florida 32250.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Howard L. Dale.

ARTICLE VII

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VIII

Initial Director

The name and street address of the initial director of the corporation is John W. Shea, 218 Beach Boulevard, Suite 9, Jacksonville Beach, Florida 32250

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles is Howard L. Dale, 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202.

ARTICLE X

Bylaws

The initial bylaws of this corporation shall be adopted by the director. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE XI

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE XII

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIV

Amendment

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

ARTICLE XV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this day of October 31, 1996.

Howard L. Dale

Howard L. Dale, Incorporator

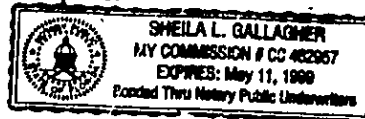
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by Howard L. Dale,
as incorporator of Hotel Management Affiliates, Inc., a Florida corporation, on behalf of the
corporation, this 31st day of October, 1996.

Sheila L. Gallagher

Notary Public, State of Florida
at Large

My commission expires:

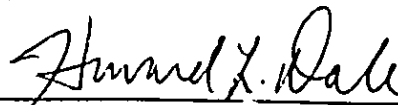


**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT AFFILIATED AMERICAN, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 218 BEACH BOULEVARD, SUITE 9, CITY OF JACKSONVILLE
BEACH, STATE OF FLORIDA, DESIGNATED THE FOLLOWING REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE
SHOWN BELOW:

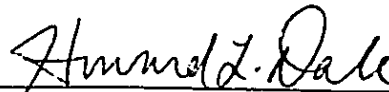
1. REGISTERED AGENT: Howard L. Dale
2. REGISTERED OFFICE: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202



Howard L. Dale, Incorporator

Dated: October 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Howard L. Dale

Dated: October 31, 1996

FILED
96 NOV -1 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA