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ACCOUNT NO. : 072100000032

REFERENCE : 141127 4371276

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 1, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 141127-005

CUSTOMER NO: 4371276

CUSTOMER: Robert J. Stambaugh, Esq  
SHARIT BUNN & CHILTON

99 Sixth Street, S.w.

Winter Haven, FL 33880

200001994022--8  
-11/01/96--01040--022  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: RANCH HOUSE MOTOR INN  
INTERNATIONAL, 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: Susana Romagosa

EXAMINER'S INITIALS:

11-1-96  
KR

FILED  
96 NOV -1 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV -1 PM 12:18  
DIVISION OF  
CORPORATION

**ARTICLES OF INCORPORATION  
OF  
RANCH HOUSE MOTOR INN INTERNATIONAL, INC.**

FILED  
96 NOV -1 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **RANCH HOUSE MOTOR INN INTERNATIONAL, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1911 Cypress Gardens Boulevard, Winter Haven, FL 33884.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1911 Cypress Gardens Boulevard, Winter Haven, FL 33884, and the name of the initial registered agent of this corporation at that address is SANDRA J. KLINGMAN.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation, which shall consist of five 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.


**ARTICLE VII - INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is:

Gundolf J. Loew  
152 Miller Drive  
Winter Haven, FL 33884

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

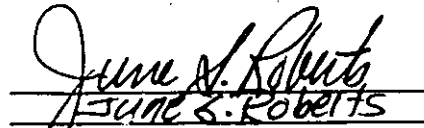
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31<sup>st</sup> day of October, 1996.

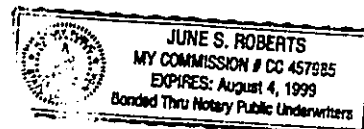
  
GUNDOLF J. LOEW

STATE OF FLORIDA

COUNTY OF POLK

The foregoing was acknowledged before me by GUNDOLF J. LOEW, who is personally known to me, or who produced \_\_\_\_\_, as identification, this 31<sup>st</sup> day of October, 1996.

  
JUNE S. ROBERTS  
Print Name of Notary Public  
Commission No. CC 957985  
My Commission expires: 8/4/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

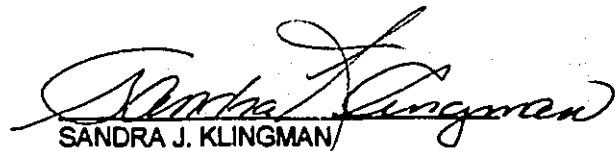
In accordance with Chapter 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

RANCH HOUSE MOTOR INN INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal office in the City of Winter Haven, County of Polk, and State of Florida, has named SANDRA J. KLINGMAN, 1911 Cypress Gardens Boulevard, Winter Haven, Polk County, Florida 33884, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 10/31/96

  
SANDRA J. KLINGMAN

FILED  
96 NOV -1 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA