

PA1000003688

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Avista Properties
VI, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

Slate Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

Capital Express™ _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____

100002057071--8

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S - _____
 Fictitious Name File _____

-01/14/97--01112--005
 *****122.50 *****122.50

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

100002057071--8

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

-01/14/97--01112--006
 *****8.75 *****8.75

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs.

97 JAN 14 PM 11:14
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY MAP

WALK-IN Will Pick Up 114 120

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION
OF
AVISTA PROPERTIES VI, INC.

FILED
97 JAN 14 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation shall be:

AVISTA PROPERTIES VI, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III

PURPOSE. The general nature and purpose of the corporation and the purposes proposed to be transacted, promoted and carried out are as follows:

1. (a) To purchase, lease or otherwise acquire, for cash or in terms of credit, real estate in the City of Orlando, or elsewhere; to erect thereon hotels or other buildings, and to sell, lease or otherwise dispose of same; to own, lease, and operate in the City of Orlando and elsewhere one or more hotels, and all adjuncts and accessories thereto, including restaurants, barrooms, barbershops, baths, news and cigar stores, roof gardens, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels; to promote immigration and travel to the City of Orlando; to own the stocks and bonds of other corporations and particularly of corporations engaged in buying, selling, and leasing real estate and hotels and in operating same; and generally to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

(b) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands, owned, held or accepted by the corporation, buildings or other structures, public or private,

with appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interest in lands, and any buildings or other structure, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for

any lawful purpose without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(h) To enter into, or become a partner in any arrangement for the sharing or profits, union of interest, or corporation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

(I) To enter into, for the benefit of its employees, one or more of the following: (I) pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, (vi) other retirement, death benefit or incentive compensation plan or plans.

(j) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida. Nothing herein shall be construed as giving the corporation hereby organized any rights, powers or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth, except where

otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK. The corporation is authorized to issue 1,000 shares of capital stock at a par value of \$.01 per share. The same is to be designated as "Common Shares".

ARTICLE V

PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK.

Section 1. Dividends.

The Directors may declare and pay dividends upon common shares of stock at any meeting duly called for said purpose.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding shares of common stock shall be entitled to be paid ratably, as their interests appear of record upon the date of such liquidation, dissolution and winding up of this corporation.

Section 3. Voting Rights.

Except as otherwise provided by law, 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

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of the corporation is 211 N. Magnolia Avenue, Orlando, FL 32801. The name of the initial registered agent for the Service of Process is DAVID A. YERGEY, JR. The principle office of the corporation shall be at 3956 W. Colonial Drive, Orlando, FL 32808.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS.

The corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation is:

ANIL I VALBH President, Secretary, Treasurer
3956 W. Colonial Drive
Orlando, FL 32808

ARTICLE IX

INCORPORATORS

The name of the person signing these Articles is:

ANIL I. VALBH

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

ANIL I. VALBH	1,000 shares
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Stock shall be issued and paid for in cash or by the transfer of real or personal property of the same value. The same shall be issued under Section 1244 of the Internal Revenue Code, and shall be subject to the terms of that Section.

ARTICLE XIII

CUMULATIVE VOTING.

Cumulative voting shall not be permitted.

ARTICLE XIV

CALLING OF SPECIAL MEETINGS.

Special meetings of shareholders may be called by a simple majority of the outstanding shares of the outstanding stock of the corporation. Treasury stock shall not be included in any such computation.

ARTICLE XV

SHAREHOLDER QUORUM AND VOTING.

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall

constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI

GREATER VOTING REQUIRED FOR SHAREHOLDERS WITH RESPECT TO BORROWING MONEY IN THE NAME OF THE CORPORATION.

The affirmative vote of 100% of the shares of the corporation entitled to vote thereon shall be required for the authorization of the corporation to borrow any funds of any kind from any institution or person, and a shareholders' meeting is required. Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by the Bylaws of the corporation.

ARTICLE XVII

POWERS.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act unless specifically limited herein.

ARTICLE XVIII

RESIDENCE AND COMPENSATION.

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX

REMOVAL OF DIRECTORS.

The shareholders of this corporation shall be entitled to remove any directors from office during his term upon the vote of not less than 51% of the outstanding stock, unless in accord with these Bylaws the directors are reduced to one.

ARTICLE XX

DIRECTORS' QUORUM AND VOTING.

One director shall constitute a quorum for a meeting of directors, unless in accord with these Bylaws, the directors are reduced to one.

If a quorum is present, the affirmative vote of two of the directors is required to transact any business, and upon such affirmative vote any such action so taken and any meeting so called shall be the act of the Board of Directors.

ARTICLE XXI

MEETING BY CONFERENCE TELEPHONE.

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone by Bylaws, but regular meetings of the Board of Directors must be attended in fact, in person, by each director.

ARTICLE XXII

ACTION BY DIRECTORS WITHOUT A MEETING.

The directors of this corporation may take action by written consent as provided by law, except the following actions must be taken up at a meeting of directors:

- (a) To purchase by the corporation any equipment or item of personal or real property that exceeds the sum of \$1,000.

(b) The sale of any personal property or thing which exceeds the sum of \$1,000.

ARTICLE XXIII

DIVIDENDS.

Dividends may be paid to shareholders only out of unreserved and unrestricted earned surplus of the corporation. Dividends payable in shares of stock may be paid to the holders of the shares of other stock in accord with the preemptive rights hereinabove set forth in these Articles.

The corporation shall be permitted to file under Sub-Chapter S of the Internal Revenue Code to be taxed thereunder if compliance with the Code requirements are met by the corporation after proper vote.

ARTICLE XXIV

INDEMNIFICATION.

Corporation shall indemnify any officer, director or any former officer director to the full extent permitted by law.

ARTICLE XXV

AMENDMENT.

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 his reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of January, 1997.


Anil I. Vallb

(Seal)

