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97 JAN -9 AM 8:40

SECRET STATE
TALLAHASSEE, FLORIDA

Dept. of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002052365--5
-01/09/97--01052--008
*****70.00 *****70.00

November 19, 1996

Enclosed please find two (2) copies of the Articles of Incorporation along with a check for \$70.00 to cover the filing fee and the designation of Registered Agent.

Elizabeth M. Brown
Elizabeth M. Brown

Fiorello Income Tax Service
3094 Jog Rd. Greenacres, FL 33463

1-15-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator (s) for the purpose of forming a corporation under the Florida General Corporation act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

SILVER LIONS MOTEL AND APARTMENTS, INC.

The principal place of business of this corporation shall be:

504 S. DIXIE HIGHWAY
LAKE WORTH, FL 33460.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are) :

PRESIDENT

Teodor Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

VICE-PRESIDENT

Agatia Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

SECRETARY / TREASURER

Adina Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

ARTICLE VI - INCORPORATORS

The name (s) and address (es) of the incorporator (s) to this articles of incorporation is (are) :

Teodor Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

Agatia Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

Adina Muscan
504 S. Dixie Hwy.
Lake Worth, FL 33460

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have)
executed these Articles of Incorporation this 19th day of November, 1996.

SIGNATURES OF INCORPORATOR (S)

Frederick J. Lee

x *Agatha B. Muscarello*

x *Adrian M. Muscarello*

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this ____
19th day of November, 1996.

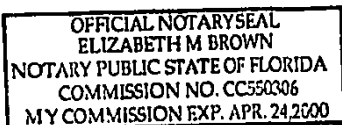
NOTARY PUBLIC

Elizabeth M. Brown

My commission expires:

ELIZABETH M BROWN

APRIL 24, 2000



(SEAL)


**CERTIFICATE DESIGNATING REGISTERED AGENT /
REGISTERED OFFICE**

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SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the state of Florida.

- A. The name of the corporation is:
SILVER LIONS MOTEL AND APARTMENTS, INC.
- B. The name and address of the registered agent and office is:

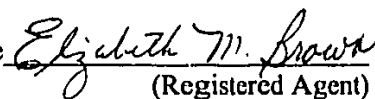
ELIZABETH M. BROWN
FIORELLO INCOME TAX SERVICE
3094 JOG ROAD
GREENACRES, FL 33463
561-969-1803

Signature 
(Corporate Officer)

Title PRES

Date 11/19/96

Having been named to accept service of process for the above stated corporation, at the place 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, and I accept the duties and obligations of section 607.325 of Florida statutes.

Signature 
(Registered Agent)