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American Accounting of Sarasota

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January 27, 1997

Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: H. J. HOSPITALITY MANAGEMENT CONSULTANT, INC.

Dear Sirs:

Please find enclosed the signed original and two signed copies of the Articles of Incorporation of the above corporation. I have also enclosed a check for \$122.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy to this office.

Thank you for your customary courtesy and cooperation.

Sincerely,

Enola H. Wolfinger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FEB 1 1997

B. REGISTER FEB 4 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

H. J. Hospitality Management Consultant, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1: Name. The name of the Corporation is H. J. Hospitality Management Consultant, Inc.

Article 2: Duration. The duration of the Corporation is perpetual.

Article 3: Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4: Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar per share. The initial Shareholder is Heinz J. Schellenberger. He will retain 100% of the shares.

Article 5: Principal Office, Initial Registered Office, and Agent. The street address of the principal office and initial registered office of the Corporation is 2053 Wells Avenue, Sarasota, Florida 34232, and the name of the initial Registered Agent at that address is Heinz J. Schellenberger.

Article 6: Initial Board of Directors. The number of Directors constituting the initial Board of Directors is One. The number of Directors may be increased from time to time in accordance with the bylaws but shall never be less than One. The name and address of the initial director of the Corporation is as follows: Heinz J. Schellenberger, 2053 Wells Avenue, Sarasota, Florida, 34232.

Article 7: Incorporator. The name and address of the incorporator is Heinz J. Schellenberger, 2053 Wells Avenue, Sarasota, Florida, 34232.

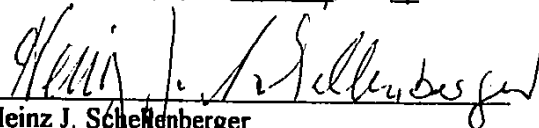
Article 8: Amendment. The Corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to the reservation.

Article 9: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

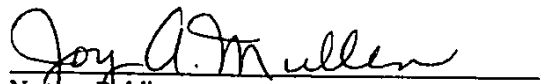
Article 10: Bylaws. The power to adopt, amend, and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

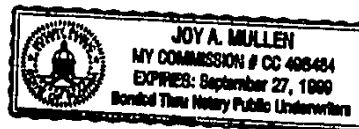
IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this 27th day of January, 1997.


Heinz J. Schellenberger
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Heinz J. Schellenberger known personally or presented ID as follows: Personally Known, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal the 27th day of January, 1997.

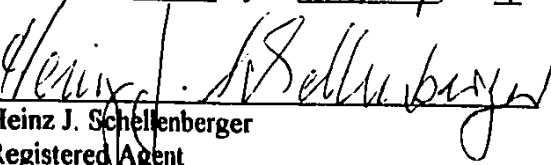

Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of H. J. Hospitality Management Consultant, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 27th day of January, 1997.


Heinz J. Schellenberger
Registered Agent
2053 Wells Avenue
Sarasota, Florida 34232

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TALLAHASSEE, FLORIDA