

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

File
154
 FILED
 97 MAR 23 PM 1:35
 TALLAHASSEE, FLORIDA

AL MAR 28 1997

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|---------|-----------|--------------|
| DATE | 3/28/97 | | |
| TIME | 10:15 | | CK No. _____ |
| BY | DK | | |

WALK-IN
 Will Pick Up _____

RE: Tallahassee Hotel,
Inc.

| | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| <input checked="" type="checkbox"/> Dissolution/Withdrawal | | |
| C U S - <i>CS</i> | | |
| Fictitious Name File | | |
| Name Reservation | | |
| Annual Report/Reinstatement | | |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| 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. | | |
| SUBTOTALS | | |

| | |
|--------------------------------|-----------------|
| FEE..... | \$ 10.50 |
| DISBURSED..... | \$ 5.00 |
| SURCHARGE..... | \$ 0.00 |
| TAX on corporate supplies..... | \$ 0.00 |
| SUBTOTAL..... | \$ 15.50 |
| PREPAID..... | \$ 0.00 |
| BALANCE DUE..... | \$ 15.50 |

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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
TALLAHASSEE HOTEL, INC.

FILED
97 MAR 28 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Tallahassee Hotel, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on March 27, 1997.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased 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 of the Corporation are:

NAME

ADDRESS

Thomas C. Strauss

222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of March, 1997.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 27th day of March, 1997.

HOMISCO INCORPORATION, INC.

By: Marvin S. Rosen
Marvin S. Rosen, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA