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3/21/97 Lissette

Requestor's Name: MAS acctg. serv.
Address: 210 University Dr. #502
City: Coral Springs, FL 33071
Phone: # 346-7288

VALIDATION ONLY

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CORPORATION(S) NAME

Tally-ho Hotel & Apartments of South Florida, Inc.



Empire Toll Free: 1-800-432-3028

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97 APR -1 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
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- Certificate Under Seal
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- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K.R. APR - 1 1997
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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: *TALLY-HO HOTEL & APARTMENTS
OF SOUTH FLORIDA, INC.*

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

General nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could, viz: Engage in any business or activity permitted under the laws of the United States and the State of Florida, including but not limited to the following:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

✓ The street address of the initial registered office of this corporation is 5501 N Ocean Dr. Hollywood, FL 33019 and the name of the initial registered agent of this corporation at that address Pavel Besu.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Pavel Besu
5501 N Ocean Drive
Hollywood, FL 33019

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

✓
Pavel Besu
5501 N Ocean Drive
Hollywood, FL 33019

ARTICLE IX - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will not be less than five hundred dollars (\$500.00).

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 - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

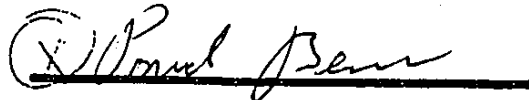
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL PLACE OF BUSINESS OF CORPORATION

The principal place of business of the corporation is as follows:

5501 N Ocean Drive
Hollywood, FL 33019

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 31 day of March 1997

A handwritten signature in cursive script, appearing to read "Pavel Besu", is written over a solid horizontal line.

Subscriber

PREPARED BY:
PAVEL BESU
907 WASHINGTON ST.
HOLLYWOOD, FL
954-923-1531

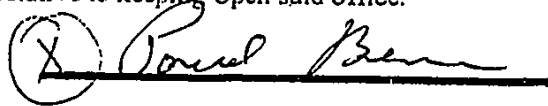
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First -- That, Pavel Besu desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the County of Broward City of Hollywood, State of Florida has named Tally-Ho Hotel & Apartments of South Florida Inc. located at 5501 N Ocean Drive Hollywood, FL 33019 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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



(Registered Agent)

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TALLAHASSEE, FLORIDA