

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 10 PM 1:15
 TALLAHASSEE, FL 32301

K.R. APR 10 1997

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 4/10/97 _____
 TIME 10:30 _____ CK No. _____
 BY CO _____

WALK-IN
 Will Pick Up _____

RE: Old Post House Inn, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
Corporate Kit	-04/10/97-01036-011	
Vehicle Search	****122.50	****122.50
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.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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

OLD POST HOUSE INN, INC.

FILED
97 APR 10 PM 1:16
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **OLD POST HOUSE INN, INC.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically any activities relating to running a hotel, bed and breakfast and restaurant.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 215 Peruvian Avenue, Palm Beach, Florida 33480 and the registered agent shall be ROGER STANTON, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
6. **INITIAL OFFICERS AND BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial officer and director of this corporation is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DANIEL PONTON	President/Secretary/Treasurer	c/o Coe and Broberg 223 Peruvian Avenue Palm Beach, FL 33480

7. **DIRECTOR QUORUM AND VOTING.** Initially there shall be one director and the decision of the sole director shall be deemed as binding. At any time there is more than one director, a quorum shall be achieved when all directors are present in person or by telephone. If a quorum is present, the affirmative vote of a majority of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in person by each director.

10. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Seventy Five (75%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

11. **ACTIONS REQUIRING SEVENTY FIVE (75%) PERCENT APPROVAL.** Notwithstanding the language of Paragraph 7, the Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise.

12. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this

corporation shall be vested in the directors and a vote of One Hundred percent (100%) of the directors is necessary to accomplish the amendment or repeal.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is ROGER STANTON, 223 Peruvian Avenue, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1997.

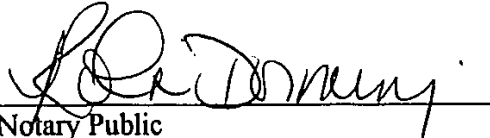


ROGER STANTON
Incorporator

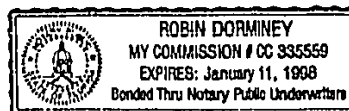
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ROGER STANTON and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of April, 1997.



Notary Public
My Commission Expires:



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 **OLD POST HOUSE INN, INC.** desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation, at
215 Peruvian Avenue, Palm Beach, Florida 33480, has named **ROGER STANTON**, located
at 223 Peruvian Avenue, Palm Beach, Florida 33480, 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
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

By: *Roger C. Stanton*
ROGER STANTON
"Resident Agent"

psb/ponton/ophi/art

FILED
97 APR 10 PM 1:16
CLERK OF THE STATE
TALLAHASSEE, FLORIDA