P97000036387

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee ,FL 32314

700002139077--1
-04/10/97--01049--011
*****78.75 *****78.75

We R Motels Inc.

SUBJECT: ~~RK INC.~~
(Proposed corporation name-must include suffix)

Enclosed is original and one(1) copy of the articles of incorporation and a check for:

78.75
Filing Fee
& Certificate

FROM: BERNARD R SUTTER
3036 BIG SKY BLVD.
KISSIMMEE FL 34744
(407)396-8929

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 2:19

Dee 4/23

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee ,FL 32314

SUBJECT: **WE R MOTELS INC.**
(Proposed corporation name-must include suffix)

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FROM: BERNARD R SUTTER

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KISSIMMEE FL 34744

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 11, 1997

BERNARD R. SUTTER
3036 BIG SKY BLVD.
KISSIMMEE, FL 34744

SUBJECT: RK INC.
Ref. Number: W97000008428

We have received your document for RK INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 397A00018267

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

WE R MOTELS INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is **WE R MOTELS INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a per value of $1.00 per share.

ARTICLE IV. TERMS

This Corporation shell exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shell be:

BERNARD R. SUTTER
3036 BIG SKY BLVD.
KISSIMMEE, FL 34741

The Corporation's principle address and mailing address is 3036 Big Sky Blvd. Kissimmee Florida 34744. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shell have two (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less then one (1).

The Board of Directors shall be elected by the stockholders and approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new directors, the election shall be null and void.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are;

RAMZANALI KASSAMALI
249 BLOCK C
NORTH NAZIMABAD
KARA-CHI
33 PAKISTAN

The Persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected and approved, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

BERNARD R. SUTTER
3036 BIG SKY BLVD.
KISSIMMEE, FL 34741

ARTICLE IX. AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders meeting by at least {2/3rd} of the stock entitled to vote. All of the directors and all of the stockholders must sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XI. BY-LAWS

A. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the. affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE XII.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XIII. OFFICERS

The officers of this Corporation and names of said officers who are to serve until the first meeting of the Board of Directors are:

RAMZANALI KASSAMALI
249 BLOCK C
NORTH NAZIMABAD
KARA-CHI
33 PAKISTAN

The Board of Directors shall elect Officers, each Officer must be approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new Officers, the election shall be null and void.

ARTICLE XIV. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

ARTICLE XV. COMPENSATION

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the forgoing Articles of incorporation on April 8, 19 97

Bernard Sutter
Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared BERNARD R. SUTTER to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on APRIL 8, 19 97

Notary Public
My Commission Expires: 12/25/1999
Print: DEBBIE GERMAN

Commission # CC520951

DEBBIE GERMAN
Notary Public, State of Florida
My comm. expires Dec. 25, 1999
No. CC520951
Bonded thru Ashton Agency, Inc.

corp\articales WE R MOTELS INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
97 APR 23 PM 2:19

ACCEPTANCE

WER MOTELS INC

BRS

I, BERNARD R. SUTTER, hereby accept the designation as Registered Agent for Service of Process upon desiring to organize under the laws of the State of Florida, with its registered office at 3036 Big Sky Blvd. Kissimmee Florida 34744, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

Bernard R. Sutter
BERNARD R. SUTTER

Sworn to before me this
8th day of April, 19 97.

Notary Public
My Commission Expires: 12/25/99
Print: Debbie German

Commission # CC520951

DEBBIE GERMAN
Notary Public, State of Florida
My comm. expires Dec. 25, 1999
No. CC520951
Bonded thru Ashton Agency, Inc.