

P.97000051465

**KELCO PARTNERS, LTD.
973 SPOONBILL CIRCLE
WESTON, FLORIDA 33326
954/384-2478 * Fax 954/384-2974**

June 5, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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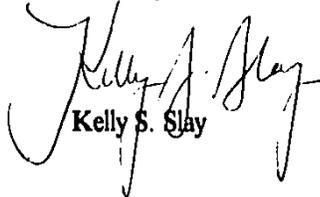
RE: Kelco Tallahassee Hotels, Inc.

Dear Sir:

Enclosed please find our corporate documents, as well as our check for \$140.00 (\$52.50-filing Articles of Incorporation; \$35.00-Designation of Registered Agent; \$52.50-Certified Copy) for processing the above named corporation.

Should you have any questions, please feel free to call me. Thank you.

Sincerely,


Kelly S. Slay

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 10:15

KS
6/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 11:15

Articles of Incorporation
of

KELCO TALLAHASSEE HOTELS, INC.

ARTICLE I - NAME

The name of this Corporation is Kelco Tallahassee Hotels, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

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 - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address, Resident Agent and registered office address of the Corporation are the same as indicated below:

Kelley D. Slay
8390 NW 53rd Street
Suite 312
Miami, Florida 33166

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The name and address of the initial directors of this Corporation are:

NAME

ADDRESS

Kelley D. Slay
President/Secretary

8390 NW 53rd Street, Ste. 312
Miami, FL 33166

Richard J. Spillett
Director/Chairman

17 Dunbar Circle
Palm Beach Gardens, FL 33418

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

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

Kelley D. Slay, President/Secretary
8390 NW 53rd Street, Ste. 312
Miami, Florida 33166

ARTICLE XI - AMENDMENT

This 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 6 day of June, 1997.



Kelley D. Slay

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED 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 HIS DUTIES.

DATED THIS 6 day of June, 1997.



Kelley D. Slay

STATE OF FLORIDA
COUNTY OF DADE

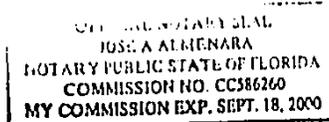
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Kelley D. Slay, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Kelco Capitol City Hotels, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of June, 1997.



Notary Public, State of
Florida at Large

My Commission Expires: Sept 18th 2000



RECORDED
STATE OF FLORIDA