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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666. Fax (904) 222-1666

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Prof. +

1.) Highlands Development Corporation
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SPECIAL INSTRUCTIONS

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Prof 6/20/97

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****122.50 ****122.50

FILED
97 JUN 23 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 20 AM 10:53

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: HIGHLANDS DEVELOPMENT CORPORATION
Ref. Number: W97000014489

97 JUN 23 11:21

We have received your document for HIGHLANDS DEVELOPMENT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00033026

Corrected
6/23/97

ARTICLES OF INCORPORATION
OF
HOTEL DEVELOPMENT CORPORATION

FILED
97 JUN 23 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following articles of incorporation for such corporation:

ARTICLE I.

The name of the corporation is HOTEL DEVELOPMENT CORPORATION.

ARTICLE II.

The duration of the corporation is perpetual.

ARTICLE III.

The purposes for which the corporation is organized are to buy, sell, own, hold, develop, lease, mortgage, manage and otherwise deal in real property, to do all things necessary and incidental thereto, and to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be 5,000 shares of common stock at no par value.

ARTICLE V.

The address of the corporation's principal office and registered office is 18950 S.W. 50th Street, Ft. Lauderdale, FL

33332, and the name of the corporation's initial registered agent at such address is Michael K. Fleming.

ARTICLE VI.

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as initial director are:

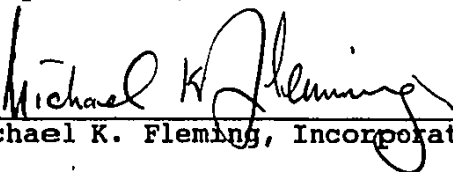
Michael K. Fleming	18950 S.W. 50th Street Ft. Lauderdale, FL 33332
Jacqueline M. Sheil	18950 S.W. 50th Street Ft. Lauderdale, FL 33332
Peter Clayton	18950 S.W. 50th Street Ft. Lauderdale, FL 33332

ARTICLE VII.

The name and address of the incorporator are:

Michael K. Fleming	18950 S.W. 50th Street Ft. Lauderdale, FL 33332
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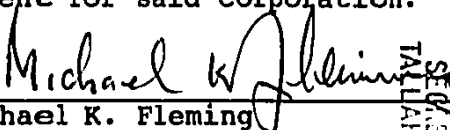
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 19th day of June, 1997.



Michael K. Fleming, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Michael K. Fleming

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TALLAHASSEE, FLORIDA

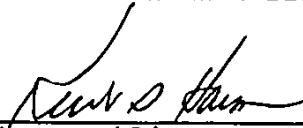
STATE OF FLORIDA)

ss.

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19th
day of June, 1997 by Michael K. Fleming, who () is personally
known to me or who (/) has produced a Florida Driver License as
identification.

My Commission Expires:



Notary Public, State of Florida

OFFICIAL NOTARY SEAL
KURT S HARMON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC383581
MY COMMISSION EXP. JUNE 26, 1998