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ACCOUNT NO. : 072100000032

REFERENCE : 437629 1429D

AUTHORIZATION :

Patricia Pizzi

COST LIMIT : \$ 122.50

ORDER DATE : June 23, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 437629-005

CUSTOMER NO: 1429D

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CUSTOMER: Ms. Darlajo C. Swab
CUMMINGS & LOCKWOOD

P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

DOMESTIC FILING

NAME: BROOKSHIRE HOSPITALITY
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-23-01 BY 11122

01-23-01 11:22

57 JUN 23 11:29

JUN 23 1997

**ARTICLES OF INCORPORATION
OF
BROOKSHIRE HOSPITALITY SERVICES, INC.**

575.83 PM 1:22

ALL FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

BROOKSHIRE HOSPITALITY SERVICES, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

4440 PGA Boulevard, Suite 500
Palm Beach Gardens, Florida 33410-6540

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **TEN THOUSAND (10,000)** shares of common stock, and the par value of each such share shall be **ONE CENT (\$.01)**. Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34013

and the name of the Corporation's initial registered agent at such address is:

Joel H. Schechter, Esq.

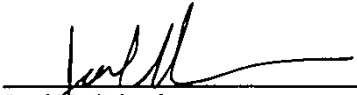
FIFTH: The name and address of the sole incorporator of the Corporation is:

JOEL H. SCHECHTER
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:


Michael J. Ahern, Director
4440 PGA Boulevard, Suite 500
Palm Beach Gardens, Florida 33410-6540

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 19th day of June, 1997.



Joel H. Schechter

I, JOEL H. SCHECHTER, having been designated to act as registered agent, hereby agree to act in this capacity.



Joel H. Schechter
Initial Registered Agent

FILED
JUN 19 1997
PALM BEACH GARDENS, FLORIDA