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July 3, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -9 AM 10: 04

Florida Department of State
Division of Corporations
New Filings Department
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Dee Jay Mitchell, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Dee Jay Mitchell, Inc. Please file the Articles and return confirmation of the filing to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$122.50 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

James E. Johnson II

James E. Johnson II

JEJ/clb
Enclosures

SIGNED IN MY ABSENCE
TO AVOID DELAY IN MAILING

JEJ
7/10/97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DEE JAY MITCHELL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be DEE JAY MITCHELL, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of purchasing and managing a motel establishment and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having \$.10 par value per share.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and , if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

If this Corporation elects to be an S Corporation, after such election none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

If the Corporation elects to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE VI - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII - BYLAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of the State of Florida.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this Corporation shall be 7190 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent of this Corporation is Incorporate Florida, Inc.

ARTICLE XII - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is James E. Johnson II, of Incorporate Florida, Inc., whose address is 7190 Seminole Boulevard, Seminole, Florida 33772.

ARTICLE XIV - PRINCIPAL OFFICE

The principal office of this Corporation shall be 7190 Seminole Boulevard, Seminole, Florida, Pinellas County, Florida 33772.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of June, 1997.

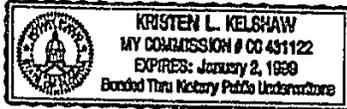

JAMES E. JOHNSON II

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared JAMES E. JOHNSON II, who is personally known to me and who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he executed the same for the
purposed therein expressed.

Witness my hand and official seal in the County and State named above this 27
day of June, 1997.



Kristen L. Kelshaw
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.**

INCORPORATE FLORIDA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That DEE JAY MITCHELL, INC., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at
City of Seminole, County of Pinellas, State of Florida, has named INCORPORATE
FLORIDA, INC. located at 7190 Seminole Boulevard, Seminole, Florida 33772 as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

INCORPORATE FLORIDA, INC.

By *James E. Johnson II*
JAMES E. JOHNSON II, President

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