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Articles of Incorporation
G & G Inns, Inc.

PATRICIA L. BOYCHUK
4200 Community Drive, Suite 1903
West Palm Beach, FL 33409
(561) 686-8696
facsimile (561) 686-8697

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-07/25/97--01048--015
****122.50 ****122.50

June 13, 1997

Ms. Doris McDuffie
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

FILED
91 JUL 22 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: G & G Inns, Inc.

Dear Ms. McDuffie:

Please find enclosed for filing with the Department of State, Division of Corporations, the Articles of Incorporation for the above named corporation. I have enclosed a check in the amount of \$122.50 to pay for the costs of filing same.

Thank you for your attention to this matter. Please send the certified copy of the Articles to me at the above address.

Sincerely,

Patricia L. Boychuk
PATRICIA L. BOYCHUK

~~ENCLOSURE~~ BSB

Enclosures

JUL 24

ARTICLES OF INCORPORATION
OF
G & G INNS, INC.

FILED
97 JUL 22 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the Laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be G & G Inns, Inc. The location and mailing address of the corporation is Interstate 87 & Route 9N, Lake George, NY 12845.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activity or business permitted under the Laws of the United States or of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of capital stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the corporation is 1648 Cypress Row Drive, West Palm Beach, FL 33411, and the names of the initial registered agent is Gene W. Boychuk.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members. The number of Directors may be increased or decreased from time to time by the Shareholders but shall never be less than one (1). The names and addresss of the initial Directors are Gene W. Boychuk, 1648 Cypress Row Drive, West Palm Beach, FL 33411, Elisabeth Boychuk, 1648 Cypress Row Drive, West Palm Beach, FL 33411, George I. Boychuk, 2498 Date Palm Drive, Boca Raton, FL 33432 and Olga Boychuk, 2498 Date Palm Drive, Boca Raton, FL 33432.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is Gene W. Boychuk, 1648 Cypress Row Drive, West Palm Beach, FL 33411, Elisabeth Boychuk, 1648 Cypress Row Drive, West Palm Beach, FL 33411, George I. Boychuk, 2498 Date Palm Drive, Boca Raton, FL 33432 and Olga Boychuk, 2498 Date Palm Drive, Boca Raton, FL 33432.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Lays shall be vested in the Shareholders.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 13th day of June, 1997.



GENE W. BOYCHUK




ELISABETH BOYCHUK

Articles of Incorporation
G & G Inns, Inc.



GEORGE I. BOYCHUK

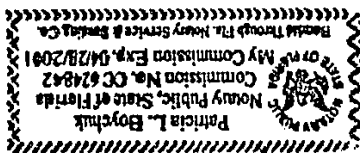


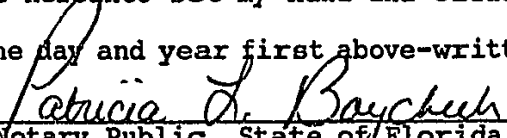
OLGA BOYCHUK

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on the 13th day of June, 1997
personally appeared before me, GENE W. BOYCHUK, to me personally
known/who produced _____ as identification and
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in said County and State the day and year first above-written.



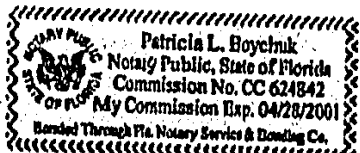


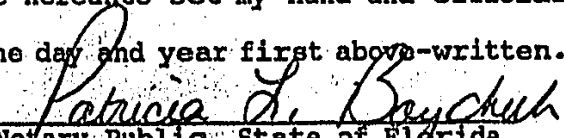
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on the 13th day of June, 1997
personally appeared before me, ELISABETH BOYCHUK, to me personally
known/who produced _____ as identification and
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in said County and State the day and year first above-written.





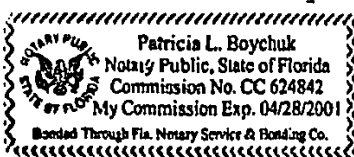
Notary Public, State of Florida
My Commission Expires:

Articles of Incorporation
G & G Inns, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 13th day of June, 1997
personally appeared before me, GEORGE I. BOYCHUK, to me personally
known/who produced _____ as identification and
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in said County and State the day and year first above-written.

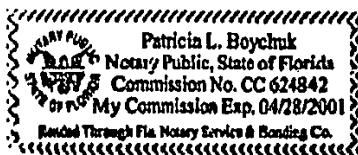


Patricia L. Boychuk
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the _____ day of June, 1997
personally appeared before me, OLGA BOYCHUK, to me personally
known/who produced _____ as identification and
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in said County and State the day and year first above-written.



Patricia L. Boychuk
Notary Public, State of Florida
My Commission Expires:

I hereby accept the designation as Registered Agent as set forth in
these Articles of Incorporation.

Gene W. Boychuk
GENE W. BOYCHUK