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LAW OFFICE
MACBETH & PIPKIN
An Association of P.A.s
230 S. COMMERCE AVE.
P.O. Box 2081
SEBRING, FLORIDA 33870
941-382-1166
FAX 941-382-1167

H. SCOTT MACBETH
RICHARD S. PIPKIN

July 30, 1997

OF COUNSEL
JOSEPH D. MACBETH

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

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-08/11/97--01130--020
***122.50 ***122.50

Re: Guest Properties, Inc.

Dear Sir:

With reference to the above, enclosed please find Original Articles of Incorporation, along with check in the amount of \$122.50 covering the filing fee.

Please process at your earliest convenience, sending the recorded Articles to me. Thank you.

Sincerely,

H. Scott Macbeth
H. Scott Macbeth

HSM/ka
encl.

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SECRET
TALLAHASSEE, FLORIDA

P9702
8/13/97

ARTICLES OF INCORPORATION
OF
GUEST PROPERTIES, INC.

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SECRET
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

GUEST PROPERTIES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business of this Corporation will be to transact any and all lawful businesses for which Corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which may be issued by this Corporation is ONE THOUSAND (1,000.00) shares with a \$1.00 par value, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV. AMOUNT OF CAPITAL STOCK
WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said Corporation and the address at which service of process upon said Corporation within this State shall be made is 100 Teka Lane, Lake Placid, Florida, 33852, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries. JAMES R. GUEST is hereby designated as the Registered Agent of the Corporation, with address as aforesaid.

ARTICLE VI. INCORPORATOR.

JAMES R. GUEST is hereby designated as the sole incorporator of the Corporation, with address as aforesaid.

ARTICLE VII. MANAGEMENT

Pursuant to Section 608.72, Florida Statutes, the business of the Corporation shall be managed by the Stockholders rather than a Board of Directors.

ARTICLE VIII. CORPORATE EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX. INITIAL OFFICERS

The names and mailing addresses of the first officers, who subject to the provisions of this Certificate, the By-laws of this Corporation and the Statutes made and provided shall hold office for the first year of the Corporation's existence or until their successors are elected and qualified, are as follows:

President

MRS. FERN L. GUEST
3528 14th Street, West
Bradenton, Fla.

Vice President

DONNA E. LAIDLER
Camp Lemora, Lot 11-19
14910 Dead River Rd.
Thonotosassa, Fla. 33592

Secretary/Treasurer

JAMES R. GUEST
100 Teka Lane
Lake Placid, Fla. 33852

ARTICLE X. SUBSCRIBERS

The name and mailing addresses of the Subscribers, and the number of Shares of stock they agree to take, are as follows:

Name	Shares	Address
FERN L. GUEST	<u>333</u> shares common	3528 14th St. West Bradenton, Fla.
DONNA E. LAIDLER	<u>333</u> shares common	Camp Lemora, Lot 11-19 14910 Dead River Rd. Thonotosassa, Fla. 33592
JAMES R. GUEST	<u>334</u> shares common	100 Teka Lane Lake Placid, Fla. 33852

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law.

ARTICLE XII. ADDITIONAL POWERS

In addition to the powers hereinabove enumerated, the Corporation shall have all of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of such general or additional powers.

ARTICLE XIII. LIABILITY

The private property of the Stockholders shall not be subject to payment of Corporate debts to any extent whatsoever.

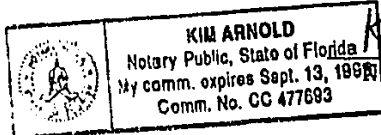
IN WITNESS WHEREOF, We have hereunto set our hands and
seals to these presents, this 4 day of August, A. D. 1997.

James R. Guest
JAMES R. GUEST, Sole Incorporator
and Secretary/Treasurer

STATE OF FLORIDA, COUNTY OF HIGHLANDS

4 The foregoing instrument was acknowledged before me this
day of August, 1997, by JAMES R. GUEST, Sole Incorporator and
Secretary/Treasurer, X who is personally known to me; or who
has produced _____ as identification.

X AND (check one of the following)
who did not take an oath; or _____ who did take an oath.

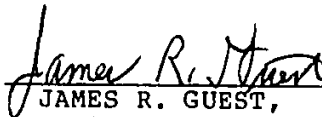


Kim Arnold
Notary Public

THIS INSTRUMENT PREPARED BY:
MR. H. SCOTT MACBETH, ATTORNEY AT LAW
230 S. Commerce Ave., Sebring, Fla. 33870
941-382-1166

ACKNOWLEDGEMENT

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



JAMES R. GUEST,
Registered Agent

FILED
97 AUG 11 AM 10:02
SEC. OF STATE - FLORIDA
TALLAHASSEE