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Susan Slagle

ATTORNEY AT LAW

Professional Association

TAXATION
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

September 2, 1997

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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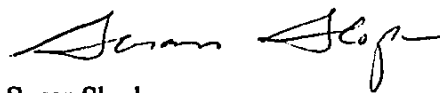
Re: Nassau Host Inn, Inc.

Dear Sir:

Please find enclosed the original Articles of Incorporation of Nassau Host Inn, Inc., together with a check in the amount of \$122.50 for filing the Articles of Incorporation and designating registered agent.

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,



Susan Slagle

SS:jtm
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 AM 9:47

4190 Belfort Road, Suite 240
Jacksonville, Florida 32216

TEL: (904) 298-7728
Fax: (904) 298-8582

9/6/97

EFFECTIVE DATE

9/2/97

ARTICLES OF INCORPORATION

OF

NASSAU HOST INN, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME AND BUSINESS ADDRESS

Section 1.1. Name. The name of the corporation is Nassau Host Inn, Inc. The business address of the corporation is 3276 North Highway 17, Yulee, Florida, 32097.

ARTICLE II

DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this

corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 4190 Belfort Road, Suite 240, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is **SUSAN SLAGLE**.

ARTICLE VI

DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and street address of the member of the first board of directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL HOLLIDAY	c/o Holiday Inn Express 3276 U.S. Hwy. 17 North Yulee, Florida 32097
J.T. MILLER	c/o Holiday Inn Express 3276 U.S. Hwy. 17 North Yulee, Florida 32097
BETTY MILLER	c/o Holiday Inn Express 3276 U.S. Hwy. 17 North Yulee, Florida 32097

IRENE FIELDS

**c/o Holiday Inn Express
3276 U.S. Hwy. 17 North
Yulee, Florida 32097**

BENJAMIN R. SPURLOCK

**200 Dawahare Drive
Hazard, KY 41701**

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

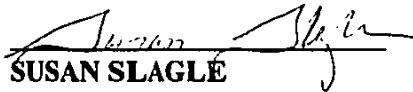
**Susan Slagle, Attorney at Law
4190 Belfort Road, Suite 240
Jacksonville, Florida 32216**

ARTICLE IX

AMENDMENT

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

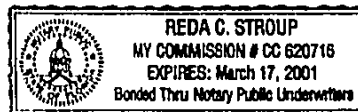
IN WITNESS WHEREOF, the incorporator has executed these Articles the 2nd day of September, 1997.


SUSAN SLAGLE

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 2nd day of September, 1997, by SUSAN SLAGLE (✓) who is personally known to me or () has produced appropriate identification.


Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statute Sections 48.091 and 607.034, the following is submitted:

Nassau Host Inn, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates **SUSAN SLAGLE** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4190 Belfort Road, Suite 240, Jacksonville, Florida 32216.


SUSAN SLAGLE

DATED: 9/2/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SUSAN SLAGLE

DATED: 9/2/97

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