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ROLAND D. WALLER
Board Certified Real Estate Lawyer
THOMAS W. MITCHELL, JR.

September 10, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 34314

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***122.50 ***122.50

RE: ALL WELCOME INN, INC.
FILE NO. 11783.01

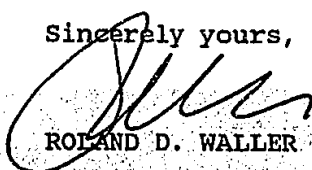
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above referenced corporation. In addition, a check for \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,


ROLAND D. WALLER

RDW/kks
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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eg 9/13/97

ARTICLES OF INCORPORATION
OF
ALL WELCOME INN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 11 AM 10:41

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL WELCOME INN, INC.

The address of the principal office of this corporation shall be 6716 CONGRESS STREET, NEW PORT RICHEY FL 34653, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may 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 one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10404 TAMI TRAIL, HUDSON FL 34669, and the name of the initial registered agent of the corporation at that address is SUSAN M. HORBACH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Henry J. Horbach	10404 Tami Trail, Hudson FL 34669
Susan M. Horbach	10404 Tami Trail, Hudson FL 34669

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are:

Henry J. Horbach	10404 Tami Trail, Hudson FL 34669
President	
Susan M. Horbach	10404 Tami Trail, Hudson FL 34669
V. Pres./Sec./Treas.	

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

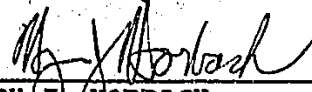
ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

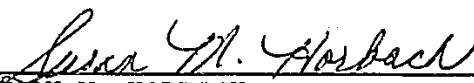
The name and street address of the incorporator to these Articles of Incorporation: Henry J. Horbach, 10404 Tami Trail, Hudson FL 34669

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 5 day of SEPTEMBER, 1997.


HENRY J. HORBACH

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SUSAN M. HORBACH, having been named as the registered agent
for the above corporation for the purpose of accepting service of
process at the registered office designated in the foregoing
Articles, I hereby accept such appointment and acknowledged that I
am familiar with and accept the obligations and responsibilities of
such office as provided for in Florida Statutes 607.0505.


SUSAN M. HORBACH

THIS INSTRUMENT PREPARED BY:
ROLAND D. WALLER, ESQ.
WALLER & MITCHELL
5332 Main Street
New Port Richey FL 34652
Telephone: 813/847-2288
FBN 139706

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