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LOLA BETH THOMAS

ATTORNEY AT LAW

77 NORTH MIAMI DRIVE

MIAMI BEACH, FLORIDA 33139

MEMBER OF
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TELEPHONE (305) 538-6710
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October 9, 1997

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-10/17/97-01061--002
\$\$\$122.50 \$\$\$122.50

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AIRLINER INNKEEPER'S, INC.

Enclosed please find Articles of Incorporation, Certificate of Service of Process and a check for \$122.50 to cover the filing fees, acceptance of Registered Agent and certified copy. Please return the certified copies to me in the enclosed Fedex envelope. Thank you.

Sincerely yours,

Lola Thomas

Lola Thomas, Esquire

FILED
97 OCT 27 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
10/20/97*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1997

LOLA THOMAS, ESQUIRE
77 NORTH HIBISCUS DRIVE
MIAMI BEACH, FL 33139

SUBJECT: AIRLINER INNKEEPERS, INC.
Ref. Number: W97000023814

We have received your document for AIRLINER INNKEEPERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 297A00051090

LOLA BOHN THOMAS

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October 27, 1997

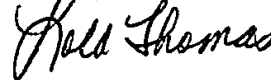
Attention: Dana Calloway
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AIRLINER INNKEEPER'S, INC.

Dear Ms. Calloway:

Enclosed please find the revised Articles of Incorporation, Certificate of Service of Process, and acceptance of Registered Agent. As we discussed, I appreciate your showing the effective date no later than October 13, 1997. Please return the certified copies to me in the enclosed Fedex envelope. Thank you.

Sincerely yours,



Lola Thomas, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AIRLINER INNKEEPERS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is AIRLINER INNKEEPERS, INC. The street address of the initial principal office of this corporation is 77 North Hibiscus Drive, Miami Beach, Florida 33139.

Article II

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 the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 77 North Hibiscus Drive, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is LOLA THOMAS, Esq.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
LOLA THOMAS	77 North hibiscus Drive Miami Beach, Florida 33139

(c) Compensation. The board of directors is hereby specifically authorized to make provisions 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.

(d) 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

The initial bylaws of this corporation shall be adopted by the 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

The name and street address of the incorporator of this corporation is:

Lola Thomas
77 North Hibiscus Drive
Miami Beach, FL 33139

Article IX

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 this 13th day of October, 1997.



LOLA THOMAS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That AIRLINER INNKEEPERS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, Florida, has named Lola Thomas, Esquire, located at 77 North Hibiscus Drive, Miami Beach, Florida 33139, as its agent to accept service of process within this State.

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 provisions of said act relative to keeping said office open.

Lola Thomas
Lola Thomas, Esquire

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TALLAHASSEE, FLORIDA