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Mullins and DeNike, P.A.

ERNEST J. MULLINS* FRANK R. DENIKE STEFANIE C. JANCEWICZ** F. CAROLINE HARDIN FIOLA
ATTORNEYS AT LAW

November 18th 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee
Fl. 32314

FILED
97 NOV 20 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

400002352964--3
-11/20/97--01068--005
****122.50 ****122.50

re: Tristar Hospitality Resources, Inc.

Please find enclosed Articles of Incorporation on behalf of the above-named company.

Please also find enclosed check value \$122.50 being your fee to register same.

I await hearing from you as soon as possible.

Yours sincerely,

Stefanie Jancewicz
Stefanie Jancewicz
Attorney at Law

Encs:

SJ/sb

P. Hall
NOV 24 1997

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Tristar Hospitality Resources, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4101 Route US Highway 192
St. Cloud, FL 34769

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

one thousand (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jay L. Riley
1836 Cherrywood Court
St. Cloud, FL 34769

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

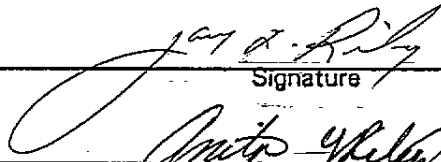
Jay L. Riley, 1836 Cherrywood Court, St. Cloud, FL 34769

Anita Riley, 1836 Cherrywood Court, St. Cloud, FL 34769

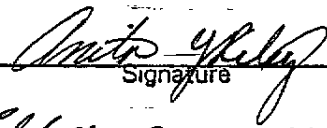
Eldridge Turner, 4304 S.W. 22nd Street, Ocala, Fl. 34474

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

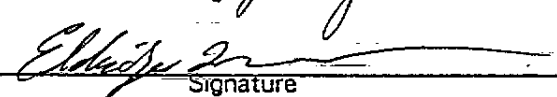
3rd day of November, 1997.



Signature



Signature



Signature

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Tristar Hospitality Resources, Inc.

2. The name and address of the registered agent and office is:

Jay L. Riley

(Name)

1836 Cherrywood Court

(P.O. Box not acceptable)

St. Cloud, FL 34769

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jay L. Riley
(Signature)

11-5-97
(Date)