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DAVID M. ANDREWS
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100 SOUTH PARK BLVD. • SUITE 101

P.O. BOX 5358

TELEPHONE (904) 826-1987

ST. AUGUSTINE, FL 32085

FAX (904) 826-4236

November 26, 1997

Return to
PIU ASAP

Attorneys' Title Insurance Fund
ATTN: Barbara Keys
660 E. Jefferson Street
Suite 200
Tallahassee, Fl 32301

100002361701--1
-12/03/97-01007--024
***122.50 ***122.50

RE: Anastasia Inn, Inc.

Dear Ms. Keys:

Enclosed are the original and one copy of the proposed Articles of Incorporation in reference to the captioned corporation.

Please file the articles immediately and return to me through the Duval Branch. I would request that you fax me a copy after the articles are filed.

I am inclosing a check in the amount of \$122.50 for the Filing Fee, Certified Copy of Charter and Resident Agent Fee.

I understand you will bill me for your fee of \$10.00.

Please contact me if you need any additional information.

Respectfully yours,

David M. Andrews

DMA/dda
Enclosures

K. Rolfe DEC 03 1997

LICENSED IN FLORIDA AND NORTH CAROLINA

RECEIVED
97 DEC -3 AM 9:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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November 26, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: Anastasia Inn, Inc.

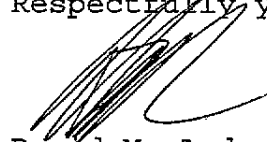
Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is their check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing a Certificate of Incorporation and returning it to the undersigned through Attorneys' Title Service.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosures

ARTICLES OF INCORPORATION

OF

Anastasia Inn, Inc.

FILED
97 DEC -3 AM 13:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Carl E. Thompson, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is Anastasia Inn, Inc.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 3261 Usina Road, St. Augustine, FL 32095 and the name of the initial registered agent of this Corporation at the registered address is: Carl E. Thompson, 3261 Usina Road, St. Augustine, FL 32095.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Carl E. Thompson	Président/Treasurer	3261 Usina Road St. Augustine, FL 32095
Nancy L. Thompson	Vice-President/Secretary	3261 Usina Road St. Augustine, FL 32095

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

Carl E. Thompson

ADDRESS

3261 Usina Road
St. Augustine, FL 32095

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 25th day of November, 1997.

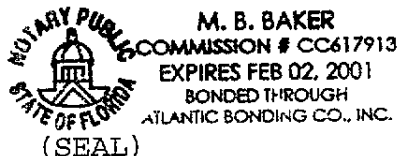
Carl E. Thompson
Carl E. Thompson

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of November, 1997, by Carl E. Thompson, who is personally known to me or who produced FL DL T512-125-60 as identification, and who did/did not take an oath.
259-0

M. B. Baker
Notary Public



Printed Name of Notary: M. B. Baker

Commission Expires: 2-2-2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT Anastasia Inn, Inc. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF
FLORIDA, HAS NAMED Carl E. Thompson, LOCATED AT 3261 Usina Road, OF
THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Carl E. Thompson
Signature: Carl E. Thompson
(Corporate Officer)
Title: President / Treasurer
Date: 11/25/97

FILED
97 DEC -3 AM 10:08
TALAMON
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Signature: Carl E. Thompson
Resident Agent - Carl E. Thompson
Date: 11/25/97