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JULIUS L. WILLIAMS, P.A.
ATTORNEY AT LAW
5212 W. COLONIAL DRIVE
ORLANDO, FLORIDA 32808

TELEPHONE (407) 291-3400
FAX (407) 291-3507

JULIUS L. WILLIAMS

MAIL ADDRESS
P.O. BOX 580012
ORLANDO, FLORIDA 32858

January 21, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/02/98--01033--008
****122.50 ****122.50

Re: JRMM Property Management, Inc.

Dear Sir:

I am enclosing herewith an original a copy of the articles of incorporation for the above-named corporation. In addition a check in the sum of \$122.50 for the filings and a certified copy. Please file the original of the enclosed articles of incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,


Julius L. Williams

JLW/

Encl.

Dmc
2/3/98

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98FEB-2 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JRMM PROPERTY MANAGEMENT, INC.

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98 FEB -2 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is JRMM PROPERTY MANAGEMENT, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are:

1. To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain and operate buildings of hotel purposes, dwelling houses, apartment houses, offices buildings, and business structures of all kinds for the accommodation of the public and of individuals; and to keep, manage, conduct, and operate hotels, apartments houses, dwelling houses, offices buildings and other buildings of any kind, and all other property of any kind or description, real or personal, and mixed, wherever situated.

2. To Purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in,

sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other way dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgage, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water right, all or any part of going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or

otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts, and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that may it deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Business Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumerations to specific powers shall not be construed as to limit in any manner the

aforesaid general powers, but are furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2035 West Central Blvd, Orlando, Florida 32805 and the name of the initial registered agent at that address is FRED L. MAXWELL.

ARTICLE SIX

INCORPORATORS

The name and address of the incorporator(s) are:

NAME	ADDRESS
FRED L. MAXWELL	2035 WEST CENTRAL BLVD. ORLANDO, FLORIDA 32805
NORWIDA MAXWELL	2035 WEST CENTRAL BLVD. ORLANDO, FLORIDA 32805
CRANFORD RIGELL	5403 OAK CLUSTER TERRACE ORLANDO, FLORIDA 32808
VERONICA K. MCCOY	304 SOUTH ORANGE BLOSSOM TRAIL ORLANDO, FLORIDA 32805

ARTICLE SEVEN

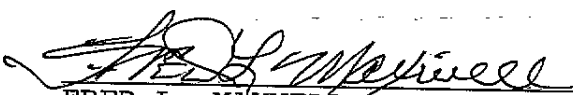
BOARD OF DIRECTORS

This corporation shall have 4 director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names

and addresses of the initial directors of the corporation are:

NAME	ADDRESS
FRED L. MAXWELL	2035 WEST CENTRAL BLVD. ORLANDO, FLORIDA 32805
NORWIDA MAXWELL	2035 WEST CENTRAL BLVD. ORLANDO, FLORIDA 32805
CRANFORD RIGELL	5403 OAK CLUSTER TERRACE ORLANDO, FLORIDA 32808
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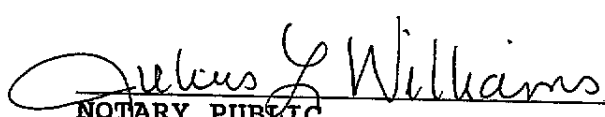
IN WITNESS WHEREOF, I have subscribed my name this 5th
day of January, 1998.


FRED L. MAXWELL, INCORPORATOR

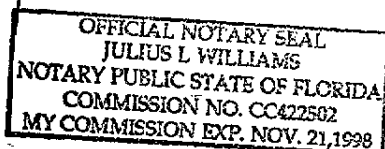
STATE OF FLORIDA:
COUNTY OF ORANGE:

On this 5th day of January, 1998, before me the undersigned
officer, personally appeared FRED L. MAXWELL known to me to be the
person whose name is subscribed to the instrument within, and
acknowledged that he executed the same for the purposes contained
therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires



FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE & ACCEPTANCE -2 PM 3:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA 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.

1. The name of the corporation is: JRMM PROPERTY MANAGEMENT
INC.

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

FRED L. MAXWELL
2035 W. CENTRAL BLVD.
ORLANDO, FLORIDA 32805

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 provisions as registered agent.


Fred L. Maxwell

1/5/1998
(Date)