

P980000 11442

MartinsMotel.com, Inc.
PO Box 14
West Palm Beach, Florida 33402
(561) 832-0827

February 2, 1998

Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

Re: MartinsMotel.com, Inc.

700002421377--2
-02/04/98--01073--007
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

Filing fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	35.00
	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 8:34

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,



Martin J. Bradburn

5/2/5

ARTICLES OF INCORPORATION

OF

MartinsMotel.com, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -4 AM 8:30

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

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **MartinsMotel.com, Inc.** The principal place of business of this corporation shall be **208 Clematis Street #501, West Palm Beach, FL 33401.**

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is **1109 South Congress Ave., West Palm Beach, Florida, 33406** and the name of the initial registered agent at that address is **John Michael Yeend**, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - OFFICERS

The initial officers of the Corporation shall be:

President:	Martin J. Bradburn
Vice President:	NONE
Treasurer:	NONE
Corporate Secretary:	Martin J. Bradburn

ARTICLE EIGHT - DIRECTORS

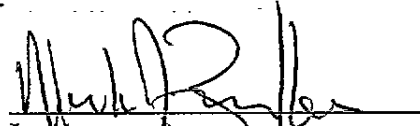
The initial Board of Directors shall consist of One (1) members. The name and address of the members of the initial Board of Directors is:

Martin J. Bradburn	208 Clematis Street #501 West Palm Beach, Florida 33402
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ARTICLE NINE - INCORPORATORS

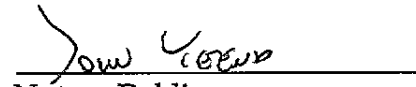
The name and address of the incorporator is **Martin J. Bradburn, 208 Clematis Street #501, West Palm Beach, Florida 33401.**

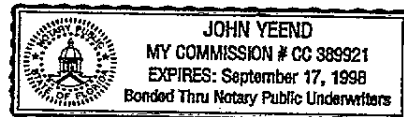
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 2nd day of February, 1998.


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of February, 1998 by the above named incorporator.


Notary Public

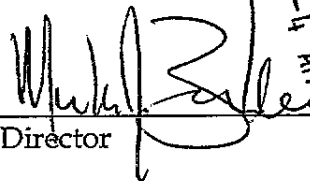


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That **MartinsMotel.com, Inc.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, and has named **John Michael Yeend** located at **1109 South Congress Ave. West Palm Beach, Florida 33406** as its agent to accept service of process within Florida.

Executed this 2nd day of February, 1998.

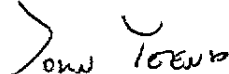


Director

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB -4 AM 8:35

Having been named to accept service of process for the above stated corporation, at the place designated in the 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.

Executed this 2nd day of February, 1998.



Registered Agent