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BRUCE A. HOCHSTETLER

ATTORNEY AT LAW
213 SILVER BEACH AVENUE, SUITE 1
DAYTONA BEACH, FLORIDA 32118-4837

FILED

98 APR -9 PM 4:17

April 6, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PRACTICE OF LAW
(904) 252-2640
FAX: (904) 253-7802

BARS ADMITTED:
OHIO
FLORIDA

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

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***122.50 ***122.50

Re: PARAGON HOTEL MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,


BRUCE A. HOCHSTETLER

BAH:ad
Enclosure

P. Hall
APR -9 1998

**ARTICLES OF INCORPORATION
OF**

PARAGON HOTEL MANAGEMENT, INC.

FILED

98 APR -9 PM 4:18

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

PARAGON HOTEL MANAGEMENT, INC.

The principal place of business of this corporation shall be:

313 S. ATLANTIC AVENUE, DAYTONA BEACH, FLORIDA 32118

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a One Dollar (\$1.00) par value.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1283 Sparton Avenue, Port Orange, Florida, 32127, and the name of the initial registered agent of the corporation at that address is Kenneth P. Lovell.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have two directors initially. The name and address of the initial members of the Board of Directors are: Mary Bennett, 422 Eleanore Avenue, New Smyrna Beach, FL 32168 and Kenneth P. Lovell 1283 Sparton Avenue, Port Orange, FL 32127.

ARTICLE IX: INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth P. Lovell, 1283 Sparton Avenue, Port Orange, FL 32127

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of April, 1998.


Kenneth P. Lovell

Having been named as registered agent for the above stated corporation, 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 and I accept the duties obligations of Florida Statutes §607.0505.


Kenneth P. Lovell, Registered Agent

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SECRETARY OF STATE
TALAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Kenneth P. Lovell, well known to me as the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of April, 1998 in the County and State first above written.

Amy N. De Macio
NOTARY PUBLIC



Amy N. De Macio
MY COMMISSION # CC497674 EXPIRES
September 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.