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HARLEE PORGES

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HARLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO
CONTACT: TOM PUTNAM
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NAME: SELECT HOTELS MGT., INC.

AUDIT NUMBER.....H98000007674

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....23

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FAX AUDIT NUMBER: H98000007674

ARTICLES OF INCORPORATION
OF
SELECT HOTELS MGT., INC.

ARTICLE I. NAME

The name of this corporation shall be SELECT HOTELS MGT., INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 4800 North Tamiami Trail, Sarasota, Florida 34243.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 50,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Curtis D. Hamlin, Esq.

Prepared By:
Curtis D. Hamlin, Esq. - Bar #: 0237922
Harlee, Porges, Hamlin, & Hamrick, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770

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ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Curtis D. Hamlin, 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE IX. AMENDMENT OF ARTICLES


The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23 day of April, 1998.


Curtis D. Hamlin, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On April 23rd 1998, Curtis D. Hamlin, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me and who did not take an oath personally appeared before me and signed these Articles Of Incorporation.


Candace E. Drinkard
Notary Public, State of Florida

My Commission Expires:



CANDACE E DRINKARD
My Commission GC51S308
Expires Jan. 22, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent for SELECT HOTELS MGT., INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 23 day of April, 1998.


Curtis D. Hamlin, Esq. Registered Agent

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