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CUSTOMER: David L. Foster, Esq
FOSTER & FOSTER

555 Fourth Street North

Saint Petersburg, FL 33701

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DOMESTIC FILING

NAME: FLAGSHIP MOTEL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
FLAGSHIP MOTEL, INC.

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be: FLAGSHIP MOTEL, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To own and operate motels, hotels, apartments and other real estate for rental purposes; to rent and lease rooms, apartments and other accommodations to the public; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 10,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 17040 Gulf Boulevard, North Redington Beach, Florida 33708.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 17040 Gulf Boulevard, North Redington Beach, Florida 33708, and the name of the initial registered agent of the corporation at that address is JOSEF JACHYMIAK.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The names and addresses of the incorporators and initial stockholders of this corporation are:

JOSEF JACHYMIAK
17040 Gulf Boulevard
North Redington Beach, Florida 33708

ZOFIA JACHYMIAK
17040 Gulf Boulevard
North Redington Beach, Florida 33708

ARTICLE IX - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time by the stockholders. The names and addresses of the initial directors of this corporation are:

JOSEF JACHYMIAK
17040 Gulf Boulevard
North Redington Beach, Florida 33708

ZOFIA JACHYMIAK
17040 Gulf Boulevard
North Redington Beach, Florida 33708

Said directors shall hold office until their successors are duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Directors, in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

JOSEF JACHYMIAK - President
17040 Gulf Boulevard
North Redington Beach, Florida 33708

ZOFIA JACHYMIAK - Secretary and Treasurer
17040 Gulf Boulevard
North Redington Beach, Florida 33708

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

FLAGSHIP MOTEL, INC.
Articles of Incorporation

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6-28 day of June, 1998.

Josef Jachymiak (SEAL)
JOSEF JACHYMIK

Zofia Jachymiak (SEAL)
ZOFIA JACHYMIK

INCORPORATORS

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 6-28 day of June, 1998.

Josef Jachymiak (SEAL)
JOSEF JACHYMIK

REGISTERED AGENT

STATE OF ILLINOIS
COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared JOSEF JACHYMIK and ZOFIA JACHYMIK, who are personally known to me and known to me to be the persons described in and who executed the foregoing ARTICLES OF INCORPORATION of FLAGSHIP MOTEL, INC., as the Incorporators and JOSEF JACHYMIK, as the Registered Agent of said corporation, who after being by me first duly sworn depose and say that the statements contained in said instrument are true and they acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of June, 1998.

Notary Public: (Signature)
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires:
My Commission Number:

Julius J. Waksman
Dec. 18 2000
OFFICIAL SEAL
JULIUS J. WAKSMANSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COM. EXPIRES 12-18-2000