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July 28, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/30/98--01021--009

***122.50 ***122.50

Re: AIRLINE CREW HOTELS 1996, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation Certificate and Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



Marshall L. Cohen

MLC/jc
enc.

cc: client

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28 JUL 30 PM 1:57

APPROVED
AND
FILED

B. BROCK AUG 3 1998

ARTICLES OF INCORPORATION
OF
AIRLINE CREW HOTELS 1996, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: AIRLINE CREW HOTELS 1996, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Name KENNETH MALEY
Address 6531 Kestrel Circle
Fort Myers, Florida 33912

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Name	KENNETH MALEY
Address	6531 Kestrel Circle Fort Myers, Florida 33912

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

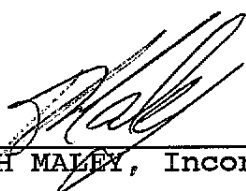
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Name	KENNETH MALEY
Address	6531 Kestrel Circle Fort Myers, Florida 33912

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28th day of July, 1998.


KENNETH MALEY, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared KENNETH MALEY, to me known to be the person described as Incorporator and showed personal identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 28th day of July, 1998.




Notary Public-State of Florida

Marshall L. Cohen

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known _____ OR Produced identification X
Type of Identification produced IDA-616H M400-501-33-424-6

CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AIRLINE CREW HOTELS 1996, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 6531 Kestrel Circle, Fort Myers, Florida, County of Lee, State of Florida 33912, has named, KENNETH MALEY, located at 6531 Kestrel Circle, Fort Myers, County of Lee, State of Florida 33912, and its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


KENNETH MALEY

98 JUL 30 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED