

P98000068172

MJ HOTELS OF PITTSBURGH, INC.
c/o William A. Meyer
1601 Belvedere Road, Suite 407
West Palm Beach, Florida 33406
(407) 689-6602

July 28, 1998

FILED
98 JUL 31 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

100002603861--1
-07/31/98--01042--001
****122.50 ****122.50

Re: Incorporation -- MJ HOTELS OF PITTSBURGH, INC.

Dear Sir:

Enclosed please find our incorporation documents for the above referenced corporation and our check in the amount of \$122.50 for processing.

If you have any questions please call me.

Sincerely,

Barbara Rickson

Barbara Rickson
Administrator

BR:bc
Enclosures

85598
MM

Articles of Incorporation
of
MJ HOTELS OF PITTSBURGH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MJ HOTELS OF PITTSBURGH, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 200 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address and registered office address of the Corporation are the same as indicated below:

William A. Meyer
1601 Belvedere Road, Suite 407
West Palm Beach, Florida 33406

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard G. Jabara Pres./Ass't-Secy.	105 Newtown Road Danbury, Ct 06810
William A. Meyer Vice President/Secy.	1601 Belvedere Road, S. 407 West Palm Beach, Fl 33406

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, 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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

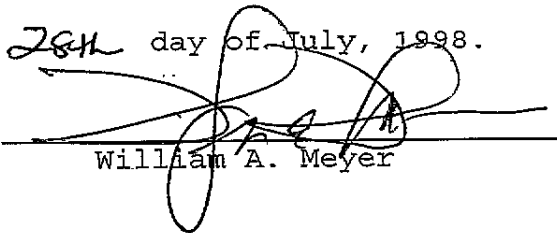
The name and address of the person signing these Articles is:

William A. Meyer
1601 Belvedere Road, Suite 407
West Palm Beach, Florida 33406

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1998.

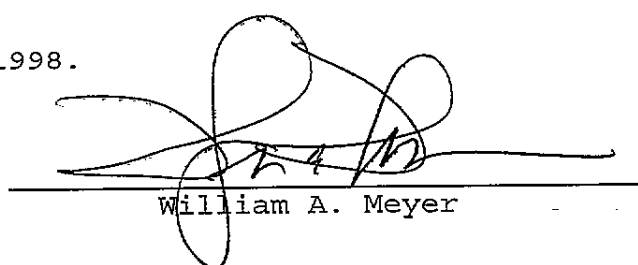


William A. Meyer

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 28th DAY OF JULY, 1998.



William A. Meyer

STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared WILLIAM A. MEYER, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of MJ HOTELS OF PITTSBURGH, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of July, 1998.

Barbara Rickson
Notary Public, State
of Florida at Large

