

Chapter Number Only

9/21/98

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

100002645741--5

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CORPORATION(S) NAME

Inn-Room Safe, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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Certified

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

EMPIRE

MIAMI, FL

SUBJECT: INN-ROOM SAFE, INC.
Ref. Number: W98000021674

We have received your document for INN-ROOM SAFE, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 398A00047789

Inn-Room Safe, Inc.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE 1

The name of the Corporation shall be: Inn-Room Safe, Inc.

ARTICLE 2

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE 3

The principal place of business of the Corporation shall be:

3124 Broadway, Suite 16
Riviera Beach, Florida 33404

ARTICLE 4

The general business nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

Transact any and all lawful business.

Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and to be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

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ARTICLE 4 (continued)

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact he or she is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

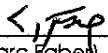
ARTICLE 5

The aggregate number of shares, which the Corporation shall have authority to issue, is the total sum of 1,000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE 6

The street address of the initial office and the name of the initial Resident Agent of this Corporation shall be attached and affixed to the Articles within the addendum titled: Certificate of Designation Registered Agent Registered Office. Where upon said registered agent acknowledges and accepts the responsibilities of this office.

Signature of Initial Registered Agent: 
(C. Marc Faber)

ARTICLE 7

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as an initial Director is:

Oswald F. Croes
3124 Broadway, Suite 16
Riviera Beach, Florida 33404

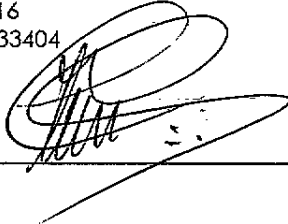
Signature: 

ARTICLE 7 (continued)

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

Oswald F. Croes
3124 Broadway, Suite 16
Riviera Beach, Florida 33404

Signature: _____

A handwritten signature in black ink, appearing to be 'Oswald F. Croes', written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke at the end.

In witness whereof, the undersigned incorporation has(ve) executed these Articles of Incorporation this:
26th day of September, 1998.

*Certificate of Designation
Registered Agent Registered Office*

Pursuant to the provisions of section 607.0501, Florida Statute, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office registered agent, in the State of Florida.

1. The name of the Corporation shall be: Inn-Room Safe, Inc.
2. The name and address of the registered agent and office is:

C. Marc Faber
3124 Broadway, Suite 16
Riviera Beach, Florida 33404


Signature:  _____

Name: Oswald F. Croes

Title: Chief Executive Officer

Date: September 26, 1998

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Signature:  _____

Name: C. Marc Faber

Date: September 26, 1998

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