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December 22, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

700002718717-1
-12/22/98--01029--019
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find for filing the ARTICLES OF INCORPORATION, along with a check in the amount of \$78.75 to receive a CERTIFIED COPY of the ARTICLES OF INCORPORATION for the following entity:

CYPRESS HOTEL HOLDING COMPANY

Please call Beth Herzog at 222-7717, when the CERTIFIED COPY is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

RECEIVED

DEC 22 AM 10:23

KBP/srd

Enclosures

GHR/CORP/GHR.21

FILED
98 DEC 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH DEC 22 1998

MELBOURNE
(407) 727-8100

ORLANDO
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TALLAHASSEE
(850) 222-7717

**ARTICLES OF INCORPORATION
OF
CYPRESS HOTEL HOLDING COMPANY**

FILED
98 DEC 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **CYPRESS HOTEL HOLDING COMPANY**, a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of this corporation is **CYPRESS HOTEL HOLDING COMPANY**. The mailing address of the Corporation shall be 115 Marks Street, Orlando, Florida 32803.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist perpetually, commencing on the date of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial directors of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Thomas E. McIntyre	115 Marks Street Orlando, Florida 32803
Larry K. Walker	115 Marks Street Orlando, Florida 32803

ARTICLE VIII - INCORPORATOR

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

Name

Address

Michael E. Neukamm

201 East Pine Street, Suite 1200
Orlando, Florida 32801


ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

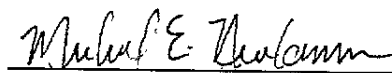
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of December, 1998.



Michael E. Neukamm
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm

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98 DEC 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA