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JANET M. STUART
JOHN HAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
TED W. WEEKS III
A. M. LANE (RETIRED)

December 24, 1998

Office of the Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

Filing fee \$70.00
Certified copy \$8.75 for first 8 pages, \$1/add. pg.

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Re: Sunrise Suites Resorts, Inc.
File No.: S998-44552

Dear Ladies and Gentlemen:

EFFECTIVE DATE
DEC 23 1998

Please file the enclosed Articles of Incorporation for Sunrise Suites Resorts, Inc. and certify and return the enclosed copy of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Sincerely,

Louise W. Spivey
Louise W. Spivey

/lws
Enclosures as noted

[Handwritten signature]

FILED
98 DEC 28 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LANE, TROHN, BERTRAND & VREELAND, P.A.

ARTICLES OF INCORPORATION
OF
SUNRISE SUITES RESORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is SUNRISE SUITES RESORTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 201 Front Street, Suite 310, Key West, Florida, 33040, and the mailing address of this corporation is 201 Front Street, Suite 310, Key West, Florida, 33040.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

EFFECTIVE DATE
DEC 23 1998

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 201 Front Street, Suite 310, Key West, Florida, 33040, and the name of the initial registered agent of this corporation at that office is Edwin A. Scales, III.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) 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 (1). The name and address of each of the initial directors of the corporation are:

Edwin O. Swift, III
201 Front Street
Suite 300
Key West, Florida 33040

Chris Belland
201 Front Street
Suite 300
Key West, Florida 33040

Lloyd P. Brewer, Jr.
201 Front Street
Suite 300
Key West, Florida 33040

Leta P. Brewer
201 Front Street
Suite 300
Key West, Florida 33040

ARTICLE VIII - INCORPORATORS

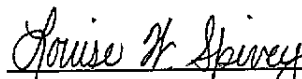
The name and address of the Incorporator is:

Louise W. Spivey
Post Office Box 3
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

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

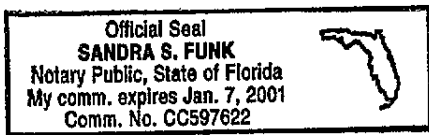
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23d day of December, 1998.



LOUISE W. SPIVEY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of December, 1998, by Louise W. Spivey, (✓) who is personally known to me or () who produced _____ as identification and who did not take an oath.



(Affix Notary Seal)

Sandra S. Funk
NOTARY PUBLIC
Print name: SANDRA S. FUNK
My commission expires: 1-7-2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for SUNRISE SUITES RESORTS, INC. hereby accepts such appointment this 24th day of December, 1998.

Edwin A. Scales, III
EDWIN A. SCALES, III

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TALLAHASSEE FLORIDA