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ACCOUNT NO. : 072100000032

REFERENCE : 083349 11381A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : December 30, 1998

ORDER TIME : 11:45 AM

ORDER NO. : 083349-005

CUSTOMER NO: 11381A

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CUSTOMER: Jody H. Oliver, Esq
GARY DYTRYCH & RYAN
GARY DYTRYCH & RYAN
Suite 402
701 U.s. Highway 1
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: OAKS MOTEL OF BROOKSVILLE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 2:54

98 DEC 30 PM 1:00
12/30/98
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STATION

ARTICLES OF INCORPORATION OF
OAKS MOTEL OF BROOKSVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 2:54

The undersigned for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this Certificate for that purpose.

ARTICLE I

The name of the corporation shall be OAKS MOTEL OF BROOKSVILLE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation, as principal, as agent or as broker, is as follows:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
2. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the business or objects set forth in this Certificate or any amendment thereof.

3. To buy, purchase, exchange, sell, hire, lease, mortgage, deal in, and encumber real estate and personal property, either improved or unimproved, of every kind and description.

The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock with a par value of one dollar (1.00) per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VI

The principal office of this corporation is to be located at
630 S. Broad St., Brooksville, FL 34601 U.M.
~~921 Laurel Road, North Palm Beach, FL 33408.~~

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

ARTICLE VII

This corporation shall have five (5) Directors initially. The business of this corporation shall be conducted by a Board of Directors of not less than (1) nor more than seven (7) Directors. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary.

ARTICLE VIII

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
SUE A. TWYFORD	921 Laurel Road North Palm Beach, FL 33408

The value of consideration which the subscribers shall pay for each share of stock shall be at least one dollar (1.00) per share, and the proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business of the corporation at the time to stock certificates thereof are issued and the corporation otherwise activated.

ARTICLE IX

The names and post office address of the Directors and Officers who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
SUE A. TWYFORD Director	921 Laurel Road North Palm Beach, FL 33408
MARIA A. MALE BASILE President/Director	911 1201 Garden St. Fort Wayne, IN 46802
NORA MALE ELLERT Vice President/Director	911 2491 White Horse Dr. Port St. Lucie, FL 34984
ALAN T. MALE Treasurer/Director	630 South Broad Street Brooksville, FL 34601

CONNIE LOU MALE
Secretary/Director

JM.
630 S. Broad St.
Brooksville, FL 34601

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years, are sui juris, and citizens of the United States.

Stock certificates of this corporation shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the president and attested by the secretary, who shall affix thereon the corporate seal.

ARTICLE XII

The name of the initial registered agent and the address of the initial registered office of the corporation is as follows:

SUE A. TWYFORD
Director

921 Laurel Road
North Palm Beach, FL 33408

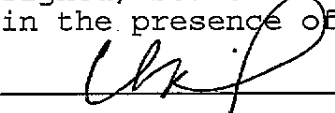
ARTICLE XIII

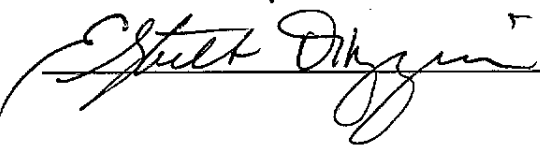
Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future).


The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of section 1372, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock herein, has made and subscribed these Articles of Incorporation this 23rd day of December, 1998, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:







SUE A. TWYFORD
Incorporator

THIS NOTARY PUBLIC ACKNOWLEDGEMENT ADDENDUM is made this 23rd day of December, 1998, and is incorporated into and shall be deemed to amend, supplement and be an integrated part of the ARTICLES OF INCORPORATION dated the same date as this acknowledgment, and which is given by SUE A. TWYFORD who is designated in said document, and whose signature is appended to said document.

The purpose of this Addendum is to affix the proper form of Notary Acknowledgement to said document, as required by sections 117.03, 117.05, and 695.25 Florida Statutes, as amended by Chapter 91-291, Laws of Florida, Approved by the Governor June 7, 1991, and effective January 1, 1992.

STATE OF FLORIDA

COUNTY OF ~~PALM BEACH~~ Hernando

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, personally appeared SUE A. TWYFORD, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes herein expressed this 23rd day of December, 1998.

WITNESS my hand and official seal in the State and County aforesaid this 23rd day of December, 1998.



Barbara Lee Sauto
My Commission CC627192
Expires March 15, 2001

(SEAL)

A handwritten signature in dark ink, appearing to read "Barbara Lee Sauto", written over a horizontal line.

Notary Public
My Commission Expires: 3/15/2001
Commission No.

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 2:54

I HEREBY state that having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

DATED: 12/23/98

Sue A. Twyford
SUE A. TWYFORD, Registered Agent

STATE OF FLORIDA
COUNTY OF ~~PALM BEACH~~ Hernando

BEFORE ME the undersigned officer duly authorized to take acknowledgments, this day, personally appeared SUE A. TWYFORD, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes herein expressed or who produced Drivers License as identification, this 23rd day of December, 1998.

WITNESS my hand and official seal in the State and County aforesaid this 23rd day of December, 1998.



Barbara Lee Sauto
My Commission CC627192
Expires March 15, 2001

(SEAL)

Barbara Lee Sauto
Notary Public
My Commission Expires: 3/15/2001
Commission No.