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THEO J. KARAPHILLIS

February 5, 1999

OF COUNSEL
WILLIAM W. GILKEY
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PORT RICHEY OFFICE

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8410 U.S. HIGHWAY 19 - SUITE 104
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VIA FEDERAL EXPRESS 806113813163

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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RE: **Articles of Incorporation
F & M MOTEL, INC.**

Gentlemen:

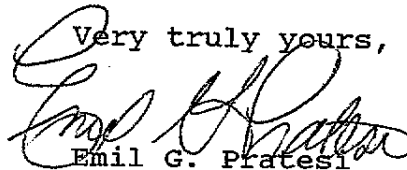
We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$78.75 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>8.75</u>
	\$ 78.75

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/grh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5.000000 FEB 11 1999

ARTICLES OF INCORPORATION

OF

F & M MOTEL, INC.

I.

NAME

The name of this corporation shall be F & M MOTEL, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

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

VI.

MAILING ADDRESS

The mailing address of the corporation is 5316 U.S. Highway 19, New Port Richey, Florida 34652.

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TALLAHASSEE, FLORIDA

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5316 U.S. Highway 19, New Port Richey, Florida 34652 and the name of the initial registered agent of this corporation at that address is Fulvio DiVello.

VIII.

INCORPORATORS

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

Fulvio DiVello 5316 U.S. Highway 19
New Port Richey, Florida 34652

IX.

INDEMNIFICATION

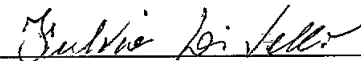
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The 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 subscriber has executed this Articles of Incorporation this 5 day of February, 1999.


FULVIO DIVELLO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That F & M MOTEL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of New Port Richey, County of Pasco, State of Florida, has named Fulvio DiVello, located at 5316 U.S. Highway 19, New Port Richey, County of Pasco, State of Florida 34652, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Fulvio DiVello*
Fulvio DiVello
(REGISTERED AGENT)

EGP/grh
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TALLAHASSEE, FLORIDA