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ACCOUNT NO. : 072100000032

REFERENCE : 196844 80891A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1999

ORDER TIME : 12:45 PM

ORDER NO. : 196844-005

CUSTOMER NO: 80891A

CUSTOMER: Bryan A. Kutchins, Esq
KUTCHINS BISHOP & SCHUTLZ, PA
KUTCHINS BISHOP & SCHUTLZ, PA
P. O. Box 1063

Oldsmar, FL 34677

DOMESTIC FILING

NAME: CATS PAJAMAS BED & BREAKFAST,
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:

800002832098--6
-04/07/99--01061--012
*****78.75 *****78.75

FILED
SECRETARY OF STATE
CORPORATIONS
99 APR -7 PM 12:45

RECEIVED
99 APR 14 1:41 PM
TAMARA ODOM

**ARTICLES OF INCORPORATION
OF**

CATS PAJAMAS BED & BREAKFAST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -7 PM 12:45

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be Cats Pajamas Bed & Breakfast, Inc.

ARTICLE II - ADDRESS

The principal address of the corporation shall be 6802 Bay Overlook Way, Tampa, Florida, 33615.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of voting common stock, each having the

par value of \$1.00.

**ARTICLE VI - NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

The name and address of its initial Registered Agent is Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, Florida, 34677.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member:

Audrey Ann E. Sikorski

6802 Bay Overlook Way
Tampa, FL 33615

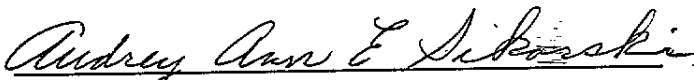
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Audrey Ann E. Sikorski, 6802 Bay Overlook Way, Tampa, Florida, 33615.

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of April, 1999.


Audrey Ann E. Sikorski, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared and personally known to me, AUDREY ANN E. SIKORSKI, who acknowledged to me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of April, 1999.



Notary Public

State of Florida at Large

My Commission Expires:



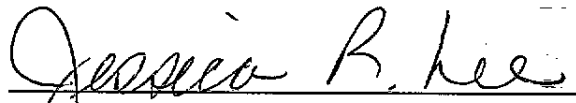
BRYAN A KUTCHINS
My Commission CC506043
Expires Oct. 26, 1999

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared BRYAN A. KUTCHINS, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 6th day of April, 1999.



Notary Public, State of Florida at Large

My commission expires:



Jessica R Lee
My Commission CC744991
Expires May 25, 2002

DEPARTMENT OF STATE

99 APR -7 PM 12:45

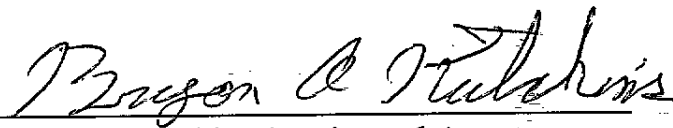
Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

CATS PAJAMAS BED & BREAKFAST, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 6802 Bay Overlook Way, Tampa, County of Hillsborough, State of Florida, 33615, and names Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, County of Pinellas, State of Florida, 34677, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Bryan A. Kutchins, Registered Agent

Filing Fee: \$122.50