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April 29, 1999

VIA HAND DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/29/99--01040--025
*****70.00 *****70.00

RE: Inn and Suites of Ocean Springs, Inc.

Dear Sir/Madam:

Enclosed for filing please find the Articles of Incorporation for Inn and Suites of Ocean Springs, Inc., and the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check payable to Department of State in the amount of \$70.00 for the filing fees.

Please call my office at 681-6788 as soon as these documents have been filed and we will send someone to pick-up a "filed" stamped copy.

Thank you for your assistance. Please call if you have any questions.

Sincerely,


R. David Prescott

Enclosures

inn\divcorp.ltr

FILED
99 APR 29 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 29 AM 10:33

gjc
4/29

**ARTICLES OF INCORPORATION
OF
INN AND SUITES OF OCEAN SPRINGS, INC.
(A Florida Corporation)**

FILED
99 APR 29 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Corporation shall be Inn and Suites of Ocean Springs, Inc.

ARTICLE II - Principal Office and Address

The initial principal office and mailing address of the Corporation is 2718 Centerville Road, Tallahassee, Florida 32308.

ARTICLE III - Stock

The total number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common Stock, all of a single class, at \$.001 par value each.

ARTICLE IV - Directors

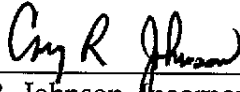
The business of the Corporation shall be managed initially by five (5) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director. The five initial directors and their addresses are: Craig R. Johnson, 2718 Centerville Road, Tallahassee, Florida 32308; Tim Johnson, 2718 Centerville Road, Tallahassee, Florida 32308; Vic Vickery, 195 Beach Blvd., Biloxi, Mississippi 39530; Tommy Gollott, 235 Bayview Ave., Biloxi, Mississippi 39530; and Tony Dorsey, 2858 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE V - Initial Registered Office and Agent

The name and address of the initial registered office and agent is Craig R. Johnson, 2718 Centerville Road, Tallahassee, Florida 32308.

ARTICLE VI - Incorporator

The name and address of the Incorporator is Craig Johnson, 2718 Centerville Road, Tallahassee, Florida 32308.



Craig R. Johnson, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Inn and Suites of Ocean Springs, Inc.
2. The name and address of the registered agent and office is Craig R. Johnson, 2718 Centerville Road, Tallahassee, Florida 32308.

Signature Craig R Johnson

Title Incorporator

Date 4/28/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature Craig R Johnson

Date: 4/28/99

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99 APR 29 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA