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LAW OFFICES
PATTI A. CHRISTENSEN, P.A.
FIRST UNION BANK BUILDING
24 CATHEDRAL PLACE
SUITE 506
ST. AUGUSTINE, FLORIDA 32084

PATTI A. CHRISTENSEN

TEL 904 829-2555
FAX 904 826-1005

May 10, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002888468--4
-05/27/99--01062--009
****122.50 *****78.75

Re: Victorian House Bed & Breakfast, Inc.

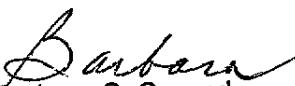
Dear Representative:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our firm check in the amount of \$122.50.

Once a Charter Number is issued, please return a copy of the Articles to our office.

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

Best regards,


Barbara S. Conrad
Legal Assistant
For the Firm

/bc
Enclosure

FILED
1999 MAY 27 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16. Printed. JUN - 3 1999

FILED

1999 MAY 27 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Victorian House Bed & Breakfast, Inc.

THE UNDERSIGNED, acting hereby as Incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **Victorian House Bed & Breakfast, Inc.**

ARTICLE II
ADDRESS AND REGISTERED OFFICE

The street address, principal place of business and registered office of this corporation is hereby designated to be 11 Cadiz Street, St. Augustine, Florida 32084, and such principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be KENNETH J. CEROTZKE.

ARTICLE III
NATURE OF BUSINESS

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
BY-LAWS

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of One and No/100ths (\$1.00) Dollar per share.

ARTICLE VI
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be one Hundred and No/100ths (\$100.00) Dollars.

ARTICLE VII
TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII
DIRECTORS

This corporation shall initially have two (2) directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of the first directors are:

NAME

ADDRESS

KENNETH J. CEROTZKE

11 Cadiz Street
St. Augustine, Florida 32084

MARCIA J. CEROTZKE

11 Cadiz Street
St. Augustine, Florida 32084

ARTICLE IX
OFFICERS

This corporation shall consist of the following officers: President, Vice-President, Secretary & Treasurer. The officers of this corporation need not be stockholders.

ARTICLE X
INITIAL OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

NAME AND ADDRESS

OFFICE

KENNETH J. CEROTZKE
11 Cadiz Street
St. Augustine, Florida 32084

President/Treasurer

MARCIA J. CEROTZKE
11 Cadiz Street
St. Augustine, Florida 32095

Vice-President/Secretary

ARTICLE XI
INCORPORATORS

The name and address of the incorporators are:

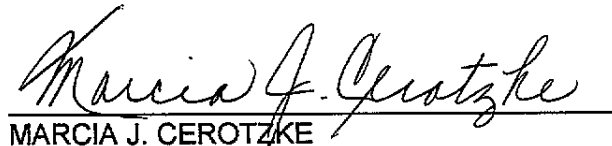
<u>NAME</u>	<u>ADDRESS</u>
KENNETH J. CEROTZKE	11 Cadiz Street St. Augustine, Florida 32084
MARCIA J. CEROTZKE	11 Cadiz Street St. Augustine, Florida 32084

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed to the foregoing Articles of Incorporation on the 2nd day of May, A.D., 1999.


KENNETH J. CEROTZKE



MARCIA J. CEROTZKE

STATE OF FLORIDA
COUNTY OF ST. JOHNS:

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 2nd day of May, 1999, personally came before me, KENNETH J. CEROTZKE, one of the parties who signed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the

same as his free act and deed, for the uses and purposes therein set forth. KENNETH J. CEROTZKE furnished ILLINOIS DRIVERS LICENSE as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.



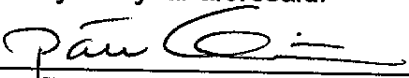
Notary Public, State of Florida
at Large
My Commission Expires: 2-1-2002

STATE OF FLORIDA
COUNTY OF ST. JOHNS:

OFFICIAL SEAL
PATTI A. CHRISTENSEN
Notary Public, State of Florida
My Comm. expires February 1, 2002
Comm. No. CC 712565

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 7th day of May, 1999, personally came before me, MARCIA J. CEROTZKE, one of the parties who signed the foregoing Articles of Incorporation, and acknowledged to and before me that she executed the same as her free act and deed, for the uses and purposes therein set forth. MARCIA J. CEROTZKE furnished ILLINOIS DRIVERS LICENSE as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.



Notary Public, State of Florida
at Large
My Commission Expires: 2-1-2002

OFFICIAL SEAL
PATTI A. CHRISTENSEN
Notary Public, State of Florida
My Comm. expires February 1, 2002
Comm. No. CC 712565

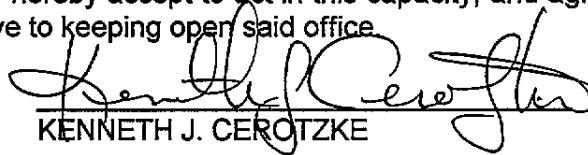
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That **Victorian House Bed & Breakfast, 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 St. Augustine, County of St. Johns, State of Florida, has named **KENNETH J.
CEROTZKE** located at 11 Cadiz Street, St. Augustine, County of St. Johns, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


KENNETH J. CEROTZKE

(Resident Agent)

FILED
1999 MAY 27 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA