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July 20, 1999

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

700002941177--7  
-07/26/99--01097--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Vision Hospitality Group II, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for filing fees in the amount of \$70.00

*Jamie Morrill*

Jamie D. Morrill  
18710 S. E. Lakeside Way  
Tequesta, FL 33469  
(561) 575-0037

FILED  
99 JUL 26 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ajc  
7/30*

**ARTICLES OF INCORPORATION**  
**OF**  
**VISION HOSPITALITY GROUP II, INC.**

**FILED**  
99 JUL 26 AM 11:18  
STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose, I hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**VISION HOSPITALITY GROUP II, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature, object and purpose is to do and transact all lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares".

**ARTICLE IV**

**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

**ARTICLE V**  
**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be P. O. Box 4622, Jupiter, FL 33469,  
and its mailing address shall be:

P. O. Box 4622  
TEQUESTA, FL 33469

with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the initial registered office of this  
Corporation is:

Jamie D. Morrill  
18710 S. E. Lakeside Way  
Tequesta, FL 33469

**ARTICLE VIII**  
**OFFICERS AND DIRECTORS**

The names and addresses of the initial officers and directors who shall hold office for the first  
year of the corporation's existence or until their successors are elected are:

Jamie D. Morrill - President / Director  
18710 S. E. Lakeside Way  
Tequesta, FL 33469

**Fred J. Morrill - Vice-President / Director  
18710 S. E. Lakeside Way  
Tequesta, FL 33469**

**The Corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.**

#### **ARTICLE IX**

#### **INCORPORATORS**

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

**Jamie D. Morrill  
18710 S. E. Lakeside Way  
Tequesta, FL 33469**

#### **ARTICLE X**

#### **BYLAWS**

**The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.**

#### **ARTICLE XI**

**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.**

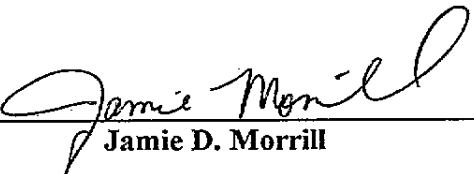
#### **ARTICLE XII**

**This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.**

**Directors of this corporation shall have the power to make or amend the bylaws and fix any amount to be reserved for working capital.**

**The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have the first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.**

**IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 20th day of July, 1999.**

  
\_\_\_\_\_  
Jamie D. Morrill

**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.**

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

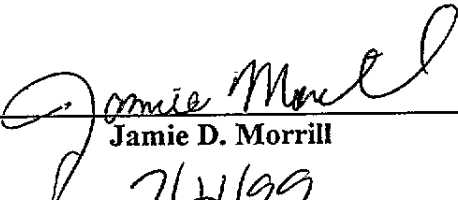
First, that Vision Hospitality Group II, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at P. O. Box 4622, Tequesta, FL 33469, has named

Jamie D. Morrill  
18710 S. E. Lakeside Way  
Tequesta, FL 33469

as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

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.

  
\_\_\_\_\_  
Jamie D. Morrill  
7/21/99  
\_\_\_\_\_  
Date

FILED  
99 JUL 26 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA