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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

900003005629--6

-10/05/99--01057--022

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. F & R MOTEL, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED RECEIVED
99 OCT -5 PM 1:50 OCT -5 PM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
99 OCT -5 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

F & R MOTEL, INC.

THE UNDERSIGNED acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME.

The name of the corporation is
F & R MOTEL, INC.

ARTICLE II. PURPOSE..

The specific purpose and nature of the business of this corporation is the operation of a lawful business for profit.

ARTICLE III. DURATION.

The period of duration for this corporation is perpetual.

ARTICLE IV. CAPITAL STOCK.

The aggregate number of shares which the corporation is authorized to issue is One Thousand. Such shares shall be of a single class and shall have a par value of ten dollars per share.

ARTICLE V. PREEMPTIVE RIGHTS.

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND AGENT.

The initial street address of the initial principal office of the corporation is:

431 LAYNE BLVD. HALLANDALE, FL. 33009

The name of the initial registered agent at said address is: ROLF WILHELM KRIEGHOFF

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

The number of directors of this corporation shall be 1. The number of directors may be either increased or decreased or diminished from time to time by the bylaws but never be less than one. The names and addresses of the initial directors (s) of this corporation is/are:

ROLF WILHELM KRIEGHOFF PRES., VICE PRES., SEC'Y-TREAS.
431 LAYNE BLVD., HALLANDALE, FL. 33009

ARTICLE VIII. INCORPORATORS.

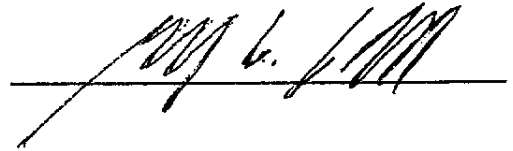
The name and address(es) of the incorporator(s)

signing these articles and forming this corporation is/are:

ROLF WILHELM KRIEGHOFF

431 LAYNE BLVD., HALLANDALE, FL. 33009

IN WITNESS WHEREOF, the undersigned subscriber(s)
has/have subscribed and executed these Articles of
Incorporation this 30 day of SEPTEMBER, 1999.



STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, a notary public authorized to take oaths and
acknowledges in this State and County Appeared the following:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, AND NAME OF AGENT UPON
WHOM SUCH PROCESS MAY BE SERVED

IN PURSUANCE of Chapter 48.091, Florida Statutes, this
following is submitted, in compliance with said Act:

FIRST:

desiring to organize under the laws of the State of Florida
with it's principal office, as indicated in the Articles of
Incorporation, in the following location:
431 LAYNE BLVD., HALLANDALE, FL. 33009
has named the following individual at the below address as its
agent to accept service of process with this State:

ROLF WILHELM KRIEGHOFF

431 LAYNE BLVD, HALLANDALE, FL. 33009

ACKNOWLEDGMENT; (Must be by Designated Agent)

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

BY: _____

REGISTERED AGENT

INDIVIDUAL(S):

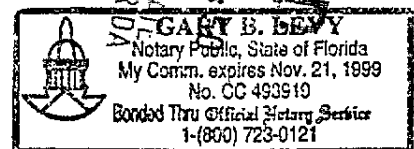
ROLF WILHELM KRIEGHOFF

Said individual(s) is/are known to me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that the foregoing Articles of Incorporation were in fact executed by the above person(s).

IN WITNESS WHEREOF, I have set my hand and affixed my seal in the aforementioned County and State this 30 day of SEPTEMBER, 1999.

Gary B. Levy
NOTARY PUBLIC
STATE OF FLORIDA
COUNTY OF DADE

MY COMMISSION EXPIRES:



FILED
99 OCT -5 PM 1:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE