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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

November 10, 1999

Division of Corporations, New Corporations
POB 6327
Tallahassee, FL 32314

Dear Sir,

Enclosed is our check for \$78.75 for
Supertel, Inc. for a certified copy of the articles of
incorporation and a certificate of incorporation.

Please return the documents to:

Ben H. Moore
1400 West Fairbanks Avenue
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,

Ben H. Moore

Please return to us via FEDEX using the enclosed airbill.

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

Supertel, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Supertel, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5327 West Colonial Drive
Orlando, FL 32808

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares at a \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Sook H. Lee
5327 West Colonial Drive
Orlando, FL 32808

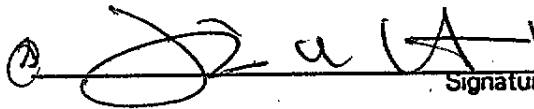
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Sook H. Lee
5327 West Colonial Drive
Orlando, FL 32808

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9th day of November, 1999.



Signature

Signature

Signature

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

Supertel, Inc.:

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

Sook H. Lee

(Name)

5327 West Colonial Drive

(P.O. Box not acceptable)

Orlando, FL 32808

(City/State/Zip)

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)

11/9/99

(Date)