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ARTICLES OF INCORPORATION
SUN COAST INNS, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Sun Coast Inns, Inc.

ARTICLE II

The purpose for which the corporation is formed are:

- (a) to transact any and all lawful business for which corporations may be incorporated under the Alabama Business Act.
- (b) to own, lease, buy, sell, control, maintain and operate real estate and any structure contained thereon.
- (c) to buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business or of the same general character as that for which this corporation is organized.
- (d) to carry on any business whatsoever which is convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, to conduct its business in this state and other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Alabama, and to have and to exercise all of the powers conferred by the Laws of Alabama, upon corporations formed under the act pursuant to and under which this corporation is formed.

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WILLIAM H PALMER
3122 HIGH 47
CHELSEA, ALA 35043

(e) the objects specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph hereof. The objects, purposes and powers in each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers.

(f) the foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on this corporation by the Laws of the State of Alabama.

(g) in general, to do any and all things hereinabove set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes for the corporation as principal, factor, agent, or otherwise, either alone or in conjunction with any person, firm, association, corporation or other entity whatsoever, and to do such acts and things and to exercise any and all such powers to the full extent authorized or permitted to corporations under the laws that may be now or hereafter applicable or available to the corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (5000) shares, and the par value of each such share shall be Ten Dollars (10.00). All of such shares are of one class and are designated as common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder or such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE V

The address of the initial registered office of the corporation is 3122 Highway 47, Chelsea, Alabama 35043 and the name of its initial registered agent at such address is William H. Palmer.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

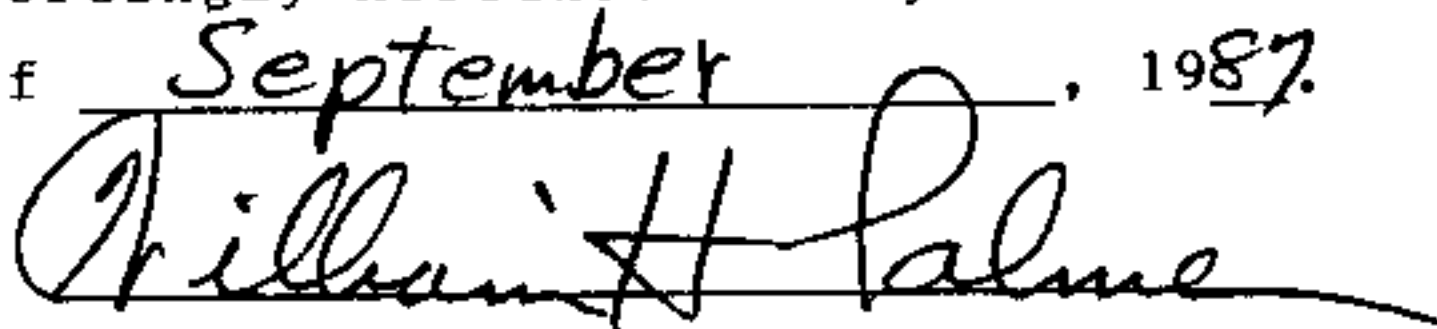
William H. Palmer 3122 Highway 47
Chelsea, Alabama 35043

ARTICLE VII

The name and address of the incorporator is:

William H. Palmer 3122 Highway 47
Chelsea, Alabama 35043

IN WITNESS WHEREOF, I, the undersigned for the purpose of forming a corporation under the Laws of the State of Alabama do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true and correct, and I have accordingly hereunto set my hand and seal on this the 17th day of September, 1987.


Incorporator William H. Palmer



STATE OF ALABAMA

I, Glen Browder, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate

name Sun Coast Inns, Inc. is reserved

as available based only upon an examination of the corporation records on file in

this office for the exclusive use of Sun Coast Inns, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic

corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in the

application for reservation of corporate name, the Secretary of State's office does

not assume any responsibility for the availability of the corporate name requested

nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 20, 1987- expires 9-18-87

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SUN COAST INNS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SUN COAST INNS, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of SUN COAST INNS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of SEPTEMBER, 1987.

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT IS A TRUE COPY

1987 SEP 17 AM 11:12

Thomas A. Browder, Jr.
JUDGE OF PROBATE

Thomas A. Browder, Jr.
Judge of Probate

Rec 35.00
Ind 1.00
36.00

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