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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900001547729
-07/27/95--01061--010
*****78.75 *****78.75

SUBJECT: HOTEL MANAGEMENT Co. INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ROBERT MASSON
(Name of Person)
HOTEL MANAGEMENT Co. INC.
(Firm/Company)
18101 COLLINS AVE
(Address)
MIAMI BEACH FLORIDA 33160
(City/State/Zip)

RECEIVED
DIVISION OF CORPORATIONS
05 JUN 28 PM 12:05
LH/28

Should you need to call someone concerning this matter, please call:

HAL LEVINTHAL at (305) 937-7698
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**HOTEL MANAGEMENT CO., INC.
18101 Collins Avenue
Miami Beach, FL 33180
(305) 937-7698**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 28 PM 12:05

To: Lee Rivers
Division of Corporations
Foreign Section
409 E. Gaines
Tallahassee, FL 32399

July 27, 1995

Dear Lee:

As per our phone conversaiton on 7-27-95 here is a copy of our Minutes of our corporate meeting stating approval for a name change usage in Florida due to a conflict with another Florida Corporation.

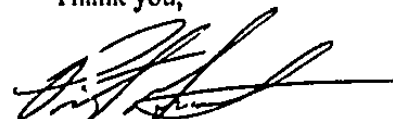
Hotel Management Co., Inc. is not listed in your computer, and we have not received a copy of a letter of rejection due to previous name usage.

Please place this as an addendum to our application so that Global Hotel Management Co., Inc. can be used here in Florida.

Included within is a prepaid, preaddressed Federal Express way bill to be used to return our new certificate and documents to us. Please note the fee we paid was appropriate for the certificate.

I appreciate the prompt response.

Thank you,



Peter Gustafson

PG/rar
enclosure

HOTEL MANAGEMENT CO., INC.
18101 Collins Avenue
Miami Beach, FL 33100
(305) 937-7698

SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL 28 PM 6:05

MINUTES OF BOARD OF DIRECTORS MEETING JULY 27, 1986

The Board of Directors of Hotel Management Co., Inc. (a Delaware Corporation) agrees to authorize the name "GLOBAL" to be added to our name so that in the State of Florida the corporation shall become known as

Global Hotel Management Co., Inc.

and henceforth shall be used in all business and corporate matters.

by Robert Masson
Robert Masson
Director

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

RECEIVED
DEPARTMENT OF STATE
CORPORATION DIVISION
MAY 23 11:06 AM '95

1. HOTEL MANAGEMENT Co. INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. MAY 19, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____
18101 COLLINS AVE. MIAMI BEACH FL. 33160
(Current mailing address)

8. TO MANAGE, PROMOTE, MARKET, AND SELL HOTEL ROOMS.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: ROBERT MASSON

Office Address: 18101 COLLINS AVE

MIAMI BEACH, Florida, 33160
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert Masson
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ROBERT MASSON

Address: 10101 E BAYHARBOR DR. APT 406

BAY HARBOR ISLAND FL. 33154

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: HAL LEVENTHAL

Address: The COLONIAL INN 181ST + COLLINS AVE MIAMI BEACH FL.
33160

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert Masson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT MASSON PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOTEL MANAGEMENT COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 1995.

55 JUL 28 PM 12:06

SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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7579211
AUTHENTICATION:

07-20-95
DATE:

FILED 09:00 AM 05/19/1995
950 11683 - 2500520

CERTIFICATE OF INCORPORATION
OF

Hotel Management Company
A CLOSE CORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 28 PM 12:50

FIRST: The name of this corporation is Hotel Management Company

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 200 shares of 1.00 par value.

FIFTH: The name and mailing address of the incorporator is:
Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: MAY 19, 1995

Regina Cephas