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C T CORPORATION SYSTEM

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City State Zip Phone

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CORPORATION(S) NAME

Guardian Hotels & Resorts (Florida) Inc.

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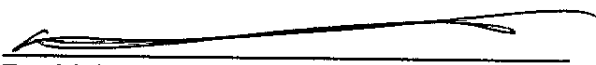
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ARTICLES OF INCORPORATION  
OF  
GUARDIAN HOTELS & RESORTS (FLORIDA) INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is GUARDIAN HOTELS & RESORTS (FLORIDA) INC.
- SECOND: The street address of the initial principal office and the mailing address of the corporation is 1250, 639 Fifth Avenue S.W., Calgary, Alberta, Canada T2P 0M9.
- THIRD: The corporation is authorized to issue 5,000,000 Class A voting common shares and 5,000,000 Class B non-voting common shares.
- FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.
- FIFTH: The name and address of the person who is to serve as initial director is David Crombie, Suite 260, 550 - 71 Avenue S.E., Calgary, Alberta, Canada T2H 0S6.
- SIXTH: The name and address of the incorporator is David Crombie, Suite 260, 550 - 71 Avenue S.E., Calgary, Alberta, Canada T2H 0S6.
- SEVENTH: Any other provision required or permitted by law is:

  
\_\_\_\_\_  
David Crombie, Incorporator

Date: February 25, 2000

C T Corporation System is familiar with and accepts the obligations provided for in section 607.0505 of the Florida Statutes.

C T Corporation System

By:   
\_\_\_\_\_  
Kathleen Gariepy, Asst. Secy..

Date: March 27, 2000

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