

**Electronic Articles of Incorporation
For**

P04000043508
FILED
March 08, 2004
Sec. Of State

CLARION HOTEL MANAGEMENT CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CLARION HOTEL MANAGEMENT CORPORATION

Article II

The principal place of business address:

1001 EAST ATLANTIC AVENUE
SUITE 202
DELRAY BEACH, FL. US 33483

The mailing address of the corporation is:

1001 EAST ATLANTIC AVENUE
SUITE 202
DELRAY BEACH, FL. US 33483

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 @ \$1.00 PAR VALUE

Article V

The name and Florida street address of the registered agent is:

RICHARD H CRITCHFIELD
1001 EAST ATLANTIC AVENUE
SUITE 201
DELRAY BEACH, FL. 33483

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD H. CRITCHFIELD

Article VI

The name and address of the incorporator is:

RICHARD H. CRITCHFIELD
1001 EAST ATLANTIC AVENUE
SUITE 201
DELRAY BEACH, FLORIDA 33483

Incorporator Signature: RICHARD H. CRITCHFIELD

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
MARK T WALSH
1001 EAST ATLANTIC AVENUE, SUITE 202
DELRAY BEACH, FL. 33483 US

Title: VP/D
MICHAEL P WALSH
1001 EAST ATLANTIC AVENUE, SUITE 202
DELRAY BEACH, FL. 33483

Title: VP
ANDREW BERGER
1001 EAST ATLANTIC AVENUE, SUITE 202
DELRAY BEACH, FL. 33483

Title: EVP
RICHARD C ADE
1001 EAST ATLANTIC AVENUE, SUITE 202
DELRAY BEACH, FL. 33483

Title: VP/D
WILLIAM J WALSH
1001 EAST ATLANTIC AVENUE, SUITE 202
DELRAY BEACH, FL. 33483

Title: SEC
RICHARD H CRITCHFIELD
1001 EAST ATLANTIC AVENUE, SUITE 201
DELRAY BEACH, FL. 33483

Article VIII

The effective date for this corporation shall be:

03/08/2004