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RECORDS SECTION OF THE STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Presidential Suites Investments III GP, Inc.

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Estimated Charge	578.75

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ARTICLES OF INCORPORATION

OF

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

PRESIDENTIAL SUITES INVESTMENTS III GP, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PRESIDENTIAL SUITES INVESTMENTS III GP, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, PA.	c/o Richard E. Schatz, Esq. 150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	2875 N.E. 191 st Street, Suite 400 Aventura, Florida 33180
Stacy Studnik	2875 N.E. 191 st Street, Suite 400 Aventura, Florida 33180

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Shani Studnik
2875 N.E. 191st Street, Suite 400
Aventura, Florida 33180

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Richard E. Schatz	150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

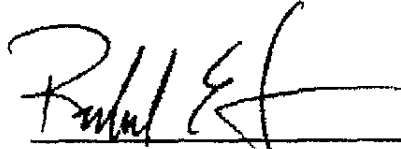
The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of June, 2004.



Richard E. Schatz, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.



By: Richard E. Schatz, For the Firm

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