

SENT BY:

23 JUN 1995 17:08:04 JOHN HELLER DIV OF CORPORATIONS # 1/ 4

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000006978)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 1775 HOTEL CORP.

FAX AUDIT NUMBER: H95000006978

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/22/1995

TIME REQUESTED: 17:08:04

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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6/22/95

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

062-000094

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

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95 JUN 23 PM 12:47
TALLAHASSEE, FLORIDA

6/23

SENT BY:

6-23-95 : 10:24 : GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 4

FA# H95-6978

**ARTICLES OF INCORPORATION OF
1775 HOTEL CORP.**

FILED
95 JUN 23 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is 1775 HOTEL CORP.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1775 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Neisen O. Kasdin, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 302783

FA# H95-6978

SENT BY:

6-23-95 : 10:24 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 4

PA# H95-6978

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is NEISEN O. KASDIN.

ARTICLE VII
INCORPORATOR

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

Name

Address

NEISEN O. KASDIN

1428 Brickell Avenue, 6th Floor
Miami, Florida 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of JUNE, 1995.

MM
NEISEN O. KASDIN

PA# H95-6978

SENT BY:

6-23-95 : 10:24 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 4/ 4

FA# H95-6978

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT 1775 HOTEL CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED NEISEN O. KASDIN,
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, FLORIDA 33131,
DADE COUNTY, FLORIDA, ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.



NEISEN O. KASDIN

Incorporator
TITLE

6/23/95

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTY.



NEISEN O. KASDIN

FA# H95-6978

3

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95 JUN 23 PM 12:47
SECRET
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P95000049202

9/07/95

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TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

9-0000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000009957))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: 1775 HOTEL CORP.

FAX AUDIT NUMBER: H95000009957

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/07/1995

TIME REQUESTED: 13:34:46

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076030000723

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TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

9-0000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

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1995 SEP -7 PM 4:00
TALLAHASSEE, FLORIDA

FA# H95-9957

**ARTICLES OF AMENDMENT
OF
1775 HOTEL CORP.**

FILED
1995 SEP -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Board of Directors of this 1775 HOTEL CORP. (the "Corporation") on September 6, 1995. The Shareholders unanimously approved this amendment on September 6, 1995.

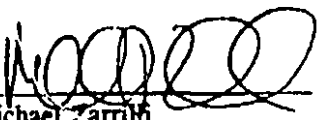
1. Article III of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is limited solely to: (i) purchasing, financing, owning, operating and managing the real property (and/or a leasehold estate therein) known as The Raleigh Hotel, located at 1775 Collins Avenue, Miami Beach, Florida; and (ii) to transact any and all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act that is incident, necessary and appropriate to the foregoing.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 6th day of September, 1995.


Michael Zarrilli/Director


Michael Zarrilli
Guardian of Ken Zarrilli/Shareholder

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER KUPERSTEIN
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA# H95-9957
J:\WORK\KJB\CORP\1775.A01

SENT BY:

8/01/96

((H96000010703)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H96000010703)))

NAME: 1775 HOTEL CORP.

FAX AUDIT NUMBER: H96000010703

DATE REQUESTED: 08/01/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 1

ESTIMATED CHARGE: \$87.50

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1428 BRICKELL AVE
6TH FLOOR

MIAMI FL 33131-

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CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

DOCUMENT TYPE: BASIC AMENDMENT

CURRENT STATUS: REQUESTED

TIME REQUESTED: 15:30:09

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076030000723

1/ 2

3:30 PM

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SENT BY:

8- 1-96 : 4:16PM :

GEIGER KASDIN -

2/ 2

FA#: H96- 10703

**SECOND ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
1775 HOTEL CORP.**

The following amendment was adopted by the Board of Directors of this corporation on July 31, 1996. The Shareholders unanimously approved these amendments on July 31, 1996. The document number assigned to this corporation is: P95000049202.

FIRST

The name of the corporation is: **1775 HOTEL CORP.**

The name of the corporation shall be changed to: **FLORIDA HOTEL CORPORATION.**

SECOND

The following Director shall be added: **KENNETH F. ZARRILLI, JR.**

THIRD

The following shall be the Officers of the corporation:

KENNETH F. ZARRILLI, JR.	-	President/Secretary
MICHAEL ZARRILLI	-	Vice President/Treasurer
JOHN CASHMAN	-	Vice President

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 9th day of July, 1996.


JOHN CASHMAN
Vice President

Neisen O. Kasdin, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-0000
Facsimile: (305) 372-0012
Florida Bar Number: 02783

FA#: H9610703

JAWORKWESTHERICORP1775.AOA