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DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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A BOARD CERTIFIED REAL ESTATE LAWYER

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ALSO ADMITTED IN PENNSYLVANIA

August 7, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

900001920119
-03/13/96--01083--013
****122.50 ****122.50

Re: GALT OCEAN DRIVE HOTEL CORP.

Dear Sirs:

Enclosed please find a cover sheet and the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check, in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	<u>\$35.00</u>
	\$122.50

FILED
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TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

John W. Perloff
JOHN W. PERLOFF
For the Firm

JWP/dmb
Enc.

ARTICLES OF INCORPORATION
OF
GALT OCEAN DRIVE HOTEL CORP.

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

ARTICLE I: NAME

The name of the corporation shall be

GALT OCEAN DRIVE HOTEL CORP.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o Tidan Construction Inc., 666 Rue Sherbrooke St. West, Penthouse 2300, Montreal, Quebec, Canada H3A1E7.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is three thousand (3,000) shares common having a par value of ten cents (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

ARTICLE VI: DIRECTORS

The names of each of the initial directors of the corporation are Mike Yuval and Jack Sofer and their address is c/o Tidan Construction Inc., 666 Rue Sherbrooke St. West, Penthouse 2300, Montreal, Quebec, Canada H3A1E7.

The undersigned has executed these Articles of Incorporation this 7 day of August, 1996.


JOHN W. PERLOFF, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is

GALT OCEAN DRIVE HOTEL CORP.
2. The name and address of the registered agent and office is
John W. Perloff, 1177 S.E. Third Avenue, Ft. Lauderdale, FL 33316.

RECEIVED
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1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JOHN W. PERLOFF

Dated: August 7, 1996