

997000034225



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 332519 4815732

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 16, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 332519-005

CUSTOMER NO: 4815732

CUSTOMER: Ms. Elizabeth Doddridge
HUGHES HUBBARD & REED

Ste 2500, Miami Center Bldg.
201 South Biscayne Boulevard
Miami, FL 33131

000002144680--2
-04/16/97--01035--013
****122.50 ****122.50

000002144680--2
-04/16/97--01035--014
*****8.75 *****8.75

DOMESTIC FILING

NAME: PARMENTER ASHFORD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 APR 16 11:18
TALLAHASSEE
FLA

RECEIVED
97 APR 16 4 10 46
TALLAHASSEE
FLA

SN APR 16 1997

EFFECTIVE DATE
4/15/97

**ARTICLES OF INCORPORATION
OF
PARMENTER ASHFORD, INC.**

FILED
97 APR 16 AM 11:18
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is PARMENTER ASHFORD, INC.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of this corporation's initial principal office is:

501 Brickell Key Drive, Suite 509
Miami, Florida 33131

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, each at \$0.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation shall be:

Darryl W. Parmenter
501 Brickell Key Drive, Suite 509
Miami, Florida 33131

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have at least two directors. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of this corporation and his address is:

Darryl W. Parmenter
501 Brickell Key Drive
Suite 509
Miami, Florida 33131

Andrew Weiss
501 Brickell Key Drive
Suite 509
Miami, Florida 33131

ARTICLE VII

OFFICERS

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Darryl W. Parmenter	President
Andrew Weiss	Vice-President/ Treasurer/Secretary

ARTICLE VIII

INCORPORATOR

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

William A. Weber, Esq.
c/o Hughes Hubbard & Reed
201 Biscayne Blvd., Suite 2500
Miami, Florida 33131

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

MI971050.035

ARTICLE X

BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE XI

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 15th day of April, 1997.

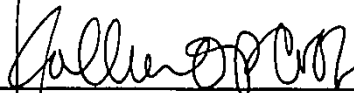


William A. Weber, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared William A. Weber, who is personally known to me or who has produced satisfactory evidence of identification and known by me to be the person who executed the foregoing Articles of Incorporation of Parmenter Ashford, Inc.

SWORN TO AND SUBSCRIBED before me this 15th day of April, 1997.




Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Parmenter Ashford, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 15th day of April, 1997.



Darryl W. Parmenter, Registered Agent

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