

097000078695

FERNANDO M. PALACIOS
ATTORNEY AT LAW
GENERAL PRACTICE

525 E. STRAWBRIDGE AVE. • MELBOURNE, FL. 32901 • (407) 725-5525 • FAX (407) 984-2411

HIGH, STACK, LAZENBY, PALAHACH,
MAXWELL & PLATT
OF COUNSEL

September 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Austro-American Hospitality Consultants International, Inc.
Articles of Incorporation

800002287248--7
-09/08/97--01119--011
****122.50 ****122.50

Gentlemen:

Enclosed are the original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for Florida Corporation together with my trust account check in the amount of \$122.50 for filing fee and certified copy.

Very truly yours,

Fernando M. Palacios
Fernando M. Palacios, Esq.

FMP:js
Enclosures as stated

SEP 17

FILED
97 SEP -8 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUSTRO-AMERICAN HOSPITALITY CONSULTANTS INTERNATIONAL, INC.

FILED
97 SEP -8 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is AUSTRO-AMERICAN HOSPITALITY CONSULTANTS INTERNATIONAL, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 1007 North American Way, #176, Miami, Florida 33132.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is 1000, no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Fernando M. Palacios, Esq., 525 East Strawbridge Avenue, Melbourne, Florida 32901.

ARTICLE V. INCORPORATORS

The name(s) and address(es) of the incorporators of these articles of incorporation are

Name	Address
Michael M. Ungerer	1007 North America Way, #176 Miami, Florida 33132

ARTICLE VI. EFFECTIVE DATE

The corporation shall commence its existence immediately. The term of its existence is perpetual.

ARTICLE VII. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the Florida General Corporations Act.

ARTICLE VIII. PREEMPTIVE RIGHTS.

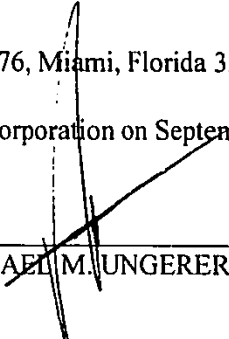
Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE IX. DIRECTORS

The initial Board of Directors of the corporation shall consist of one member. The name and address of the first Board of Directors is:

Michael M. Ungerer, 1007 North America Way, #176, Miami, Florida 33132

The undersigned have executed these articles of incorporation on September 3, 1997.



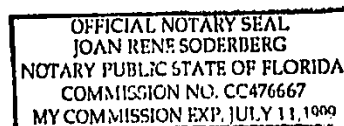
MICHAEL M. UNGERER

STATE OF FLORIDA
COUNTY OF BREVARD

On this 3rd day of September, 1997 before me a notary public, the undersigned officer, personally appeared Michael M. Ungerer known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes therein described.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public, State of Florida



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED 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 AUSTRO-AMERICAN HOSPITALITY CONSULTANTS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

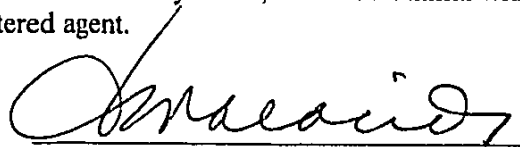
Fernando M. Palacios, Esq., 525 East Strawbridge Avenue, Melbourne, FL 32901

3. The name and address of the officers are:

President: Michael M. Ungerer, 1007 North America Way, #176. Miami, Florida 33132

Secretary/Treasurer: Michael M. Ungerer, 1007 North America Way, Miami, Florida 33132

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.


Fernando M. Palacios, Registered Agent

97-88-8 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA