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STOLZENBERG, GELLES & ZILBER, P.A.

2950 SOUTHWEST 27TH AVENUE
SUITE 210
MIAMI, FLORIDA 33133
TELEPHONE (305) 445-5666
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January 1, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Art. Of Incorporation (New Filings)

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-01/02/98--01025--014
****122.50 ****122.50

RE: Filing of Articles of Incorporation of SunQuest Hotels, Inc.

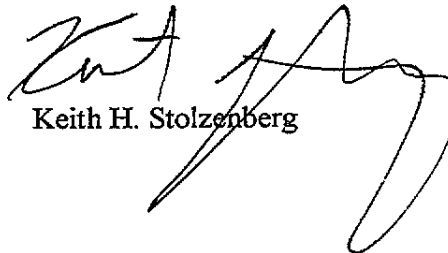
Dear Lady or Gentleman:

Please find enclosed an original of the Articles of Incorporation of SunQuest Hotels, Inc. and the Designation and Acceptance of Registered Agent together with a check in the amount of \$122.50, of which \$35.00 is the filing fee for the Articles of Incorporation, \$35.00 is for the filing fee for the Designation and Acceptance of Registered Agent and \$52.50 is for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and Designation and Acceptance of Registered Agent for SunQuest Hotels, Inc. and return a certified copy of the Articles of Incorporation in the enclosed envelope. If you have any questions regarding the foregoing, please call the undersigned at (305) 445-5215.

Sincerely,

Stolzenberg, Gelles & Zilber, P.A.


Keith H. Stolzenberg

FILED
98 JAN -2 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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QNI-5-98

ARTICLES OF INCORPORATION
OF
SUNQUEST HOTELS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

SUNQUEST HOTELS, INC.
436 Ocean Drive
Miami Beach, Florida 33139

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to issue 1,000 shares of voting Common Stock having a par value of \$.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address shall be:

Keith H. Stolzenberg, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) member(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial member of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified are as follows:

Norman Kerr
436 Ocean Drive
Miami Beach, Florida 33139

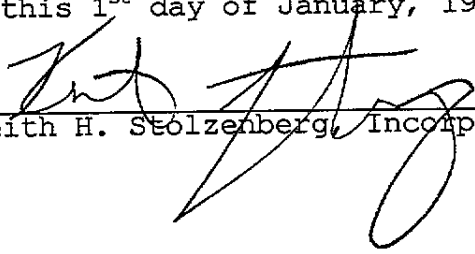
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Keith H. Stolzenberg
2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

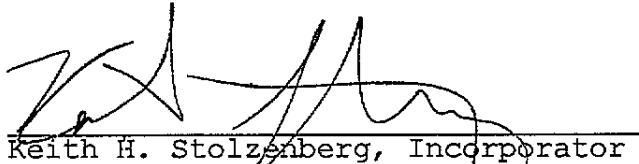
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 1st day of January, 1998.



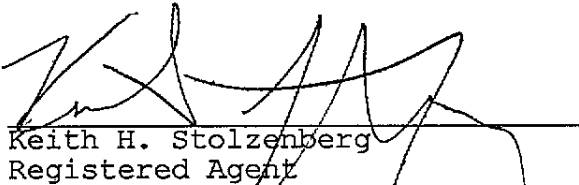
Keith H. Stolzenberg, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SUNQUEST HOTELS, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2950 S.W. 27th Avenue, Suite 210, has named Keith H. Stolzenberg, Esq., located thereat as its registered agent to accept service of process within this state.


Keith H. Stolzenberg, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Keith H. Stolzenberg
Registered Agent

FILED
98 JAN -2 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA