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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 3:59

November 9, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida

Re: South Beach Destination Hotel Hotline, Inc..

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of One Hundred and Twenty-two Dollars and Fifty (\$122.50) Cents.

Your prompt attention with this matter is appreciated.

Very truly yours,

LAW OFFICES OF FRANK FREEMAN

Bernadette Keiper

Bernadette Keiper, CLA

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-11/12/98-01074-018
****122.50 *****78.75

D. BROWN NOV 16 1998

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 4:00

South Beach Destination Hotel Hotline, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be: South Beach Destination Hotel Hotline, Inc.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any all lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a \$.01 par value per share.

**ARTICLE IV
ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 11645 Biscayne Boulevard, Suite 210, Miami, FL 33181 and the name of the initial registered Agent for the corporation at that address is FRANK FREEMAN, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
INITIAL BUSINESS ADDRESS**

The initial business address of the corporation shall be as follows:
2901 West 16 AVE, LOT 50, HIALEAH, FL 33012

**ARTICLE VIII
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

Name	Officer	Address
Frank Montero	President	2901 West 16 th Avenue Lot 50 Hialeah, Florida 33012

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all

having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present of any meeting of the board at which action upon any such contract or transaction shall be taken; and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

VIX DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

X INCORPORATOR

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 4:00

Frank Montero
Whose address is:
2901 West 16th Avenue, Lot 50, Hialeah, Florida 33012

**XI
BY LAWS**

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of November, 1998.


FRANK MONTERO

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

South Beach Destination Hotel Hotline, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 2901 West 16th Avenue, Lot 50, Hialeah, Florida 33012 has named FRANK FREEMAN, whose address is 11645 Biscayne Boulevard, Suite 210, Miami, Florida 33181, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


FRANK FREEMAN

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, the undersigned authority, this day personally appeared **FRANK MONTERO**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, in Miami-Dade County, Florida personally appeared **FRANK MONTERO** known to me to be the person described herein and that as proof of identity he produced a Florida Drivers License or is personally known to me .

FL. M536-260-64-098-0

WITNESS my hand and official seal this 5th day of November, 1998.


NOTARY PUBLIC

Jeffrey Freeman
PRINTED NAME OF NOTARY

