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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: NIURKA ALONSO

PHONE: (305) 358-5900

FAX #: (305) 358-9490

NAME: SAWGRASS HOTEL, INC.

AUDIT NUMBER.....H9700021110

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION  
OF  
SAWGRASS HOTEL, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is **Sawgrass Hotel, Inc.**

ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III  
NATURE OF BUSINESS

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

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

Prepared by:  
Rene V. Murai, Esq.  
Murai, Wald, Biondo, Moreno, P.A.  
25 S.E. 2nd Ave.  
Suite 900  
Miami, Fl. 33131  
Fla. Bar No.122154

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT AND**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be 848 Brickell Avenue, Suite 1000, Miami, Fl. 33131.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

**ARTICLE VII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of December, 1997.

Murai, Wald, Biondo  
& Moreno, P.A.

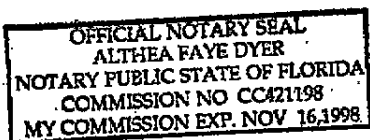
By: 

Rene V. Murai  
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 RENE V. MURAI known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23<sup>rd</sup> day of December, 1997.



  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 11/16/98

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CERTIFICATE OF REGISTERED AGENT  
OF  
SAWGRASS HOTEL, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That SAWGRASS HOTEL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 23rd day of December, 1997.

MURAI, WALD, BIONDO  
& MORENO, P.A.

By: 

Rene V. Murai, President

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[PROVISIONS FOR SEPARATE CLASSES OF STOCK]

DIFFERENT VOTING RIGHTS

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to have outstanding three classes of common stock designated as Class A Common, Class B Common and Class C Common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 1,500 shares of Common Stock of a par value of \$1.00 per share, of which 500 shares will be designated as Class A Common, 500 shares will be designated as Class B Common, and 500 shares will be designated as Class C Common.

All classes of common stock will be equal in all respects except with respect to voting rights, which shall be as follows:

1. Class A Common will have two votes per share;
2. Class B Common will have one vote per share;
3. Class C Common will be non-voting stock.

There shall be no cumulative voting.

Holders of each Class of Common Stock shall have pre-emptive rights to subscribe to the Corporation's securities, except that with respect to any issuance of shares of Common Stock of the Corporation, such preemptive right shall be on the following basis:

1. Holders of each class shall have first right to subscribe to all shares of such Class proposed to be issued.
2. If a shareholder fails to exercise such preemptive right with respect to all of the shares to which such shareholder is entitled to acquire pursuant to such right, any other shareholder holding shares of that Class shall have the right to acquire all remaining shares of such Class offered by the Corporation.

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3. If any shares of a Class remain unsubscribed after being offered to all holders of such Class of common stock in accordance with the foregoing, the remaining shareholders shall have the right to acquire the unsubscribed shares on a pro-rata basis based on the total number of shares held by such other shareholders without regard to the Class of such other shares.

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