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**Florida Department of State  
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**DOMESTICATION**

**Florida Hotelmanagement International, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$128.75

### CERTIFICATE OF DOMESTICATION

The undersigned, Hans-Joachim Krause, President of Florida Hotelmanagement GmbH & Co. KG, a foreign company, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which the corporation was first formed was November 30, 1995.
2. The jurisdiction where the above corporation was first formed, incorporated, or otherwise came into being was Germany.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Florida Hotelmanagement GmbH & Co. KG.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes Sections 607.0202 and 607.0401 with this Certificate of Domestication is Florida Hotelmanagement International, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Germany.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statute Section 607.1801.

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I am the President of Florida Hotelmanagement GmbH & Co. KG and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 26<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
Hans-Joachim Krause

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**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA HOTELMANAGEMENT INTERNATIONAL, INC.**

The undersigned, acting as incorporator of **FLORIDA HOTELMANAGEMENT INTERNATIONAL, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **FLORIDA HOTELMANAGEMENT INTERNATIONAL, INC.** (the "Corporation").

**ARTICLE II. ADDRESS**

The mailing address of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

**ARTICLE III. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida including but not limited to the direct or indirect ownership and/or operation of hotel properties in the United States.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Steven H. Hagen  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

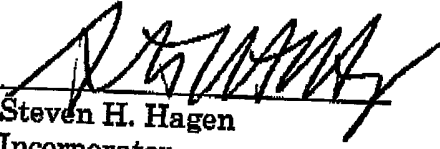
ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 28th day of November, 2001.

  
Steven H. Hagen  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FLORIDA HOTELMANAGEMENT INTERNATIONAL, INC. to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 28<sup>th</sup> day of November, 2001.

**INTRASTATE REGISTERED AGENT CORPORATION**

By:   
Name: Steven H. Hagen  
Title: Vice President

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