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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

EFFECTIVE DATE

10/18/04

FLORIDA NON-PROFIT CORPORATION

World's Foremost Gay & Lesbian Hotels Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
World's Foremost Gay & Lesbian Hotels Inc.

Article II. Address

The mailing address of the Corporation is:
World's Foremost Gay & Lesbian Hotels Inc.
c/o The Hacienda
P.O. Box 1045
Palm Springs CA 92263

EFFECTIVE DATE

10-18-04

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities for which Florida not-for-profit corporations may be organized, including one or more of the following purposes: title holding corporations pursuant to Code Section 501(c)(2); civic league or organization operating exclusively for the promotion of social welfare pursuant to Code Section 501(c)(4); labor, agricultural or horticultural organization pursuant to Code Section 501(c)(5); business league, chamber of commerce, real estate board, or board of trade pursuant to Code Section 501(c)(6); or club organized for pleasure, recreation and other nonprofitable purposes pursuant to Code Section 501(c)(7); fraternal beneficiary societies providing life, sick, accident or other benefits pursuant to Code Section 501(c)(8); voluntary employees' beneficiary associations pursuant to Code Section 501(c)(9); domestic fraternal societies not providing life, sick, accident or other benefits pursuant to Code Section 501(c)(10); benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations pursuant to Code Section 501(c)(12); cemeteries, crematoria, and like corporations pursuant to Code Section 501(c)(13); mutual insurance companies or associations, other than life or marine pursuant to Code Section 501(c)(15); a post, organization or auxiliary unit of past or present members of the Armed Forces of the United States pursuant to Code Section 501(c)(19); organization for prepaid group legal services pursuant to Code Section 501(c)(20); title holding corporations pursuant to Code Section 501(c)(25). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Richard W. Gray
Bill Boedicker
James J. Moje

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article V. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

Article VII. Registered Agent

The name and address of the registered agent of the Corporation is:

Richard W. Gray
2901 Terramar Street
Fort Lauderdale FL 33304

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139

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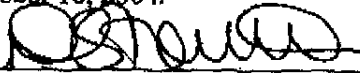
Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed pursuant to the Corporation's plan of distribution of assets.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of October 18, 2004.

The authorized representative of the incorporator executed these Articles of Incorporation on October 18, 2004.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

World's Foremost Gay & Lesbian Hotels Inc.

REGISTERED AGENT/OFFICE:

**Richard W. Gray
2901 Terramar Street
Fort Lauderdale FL 33304**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Richard W. Gray
by D. Stoutt as attorney-in-fact

Date: 10/18/2004

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