

P00000003444

M.F. & Associates, INC.
11380 PROSPERITY FARMS RD., # 112
PALM BEACH GARDENS, FLORIDA 33410

January 3, 2000

EFFECTIVE DATE

1-1-00

900003088989--4
-01/05/00--01055--012
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation for **HUMMINGBIRD HOTEL, INC.**

Please send the proper documents to my office at the address listed above.

If there is need for further information, please contact us.

Thank you.

Yours truly,

M. J. Fairclough

Michael J. Fairclough

MF:lcw

Enclosure

FILED
00 JAN -5 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Telephone (561) 691-1100 Fax (561) 626-3040

1-1-00

ARTICLES OF INCORPORATION
OF
HUMMINGBIRD HOTEL, INC.

FILED
00 JAN -5 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

EFFECTIVE DATE
1-1-00

The name of the corporation is **HUMMINGBIRD HOTEL, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the initial registered office is **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410** and the name of the initial registered agent of this corporation at this address is: **MICHAEL J. FAIRCLOUGH**

ARTICLE V
PLACE OF BUSINESS

The address of the principal place of business of this corporation is **631 LUCERNE AVENUE, LAKE WORTH, FLORIDA 33460.**

ARTICLE VI
DATE

The corporate existence shall begin effective **JANUARY 1, 2000**

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROSE BELANGER	582 LUCERNE AVENUE LAKE WORTH, FL 33460
PATRICK MOYROUD	647 FREDERICK STREET SAN FRANCISCO, CA 94117

ARTICLE VIII
CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX
INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FAIRCLOUGH	11380 PROSPERITY FARMS ROAD SUITE 112 PALM BEACH GARDENS, FL 33410

ARTICLE X
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

ARTICLE XII
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this corporation may take action by
Written consent.

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any
former officer or director, to the full extent permitted by law.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any
provisions contained in these Article, or any amendments hereto,
any right conferred upon the shareholders is subject to this
reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following
is submitted: **HUMMINGBIRD HOTEL, INC.** desiring to organize under
the laws of the State of Florida, with its principal place of
business: **631 LUCERNE AVENUE, FLORIDA 33460** has named: **MICHAEL J.
FAIRCLOUGH** located at **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM
BEACH GARDENS, FLORIDA 33410** as its agent to accept service of
process within Florida.



MICHAEL J. FAIRCLOUGH - Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

12/30/99
Date



Agent- **MICHAEL J. FAIRCLOUGH**