

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Weston Road Hotels, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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Order#:

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File First

T.SMITH SEP 21 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WESTON ROAD HOTELS, INC.

The undersigned proposes to form a corporation under the laws of the State of Florida, relating to private corporations and to that end hereby adopts Articles of Incorporation as follows:

ARTICLE ONE
NAME

The name of the corporation is WESTON ROAD HOTELS, INC.

ARTICLE TWO
LOCATION

The principal office of this corporation is to be at 9986 Northwest 64th Court, Parkland, Florida 33076.

ARTICLE THREE
PURPOSE

This corporation is authorized solely to act as the general partner of Weston Road Hotels Limited Partnership and shall carry on any lawful business purpose relating to acting as such general partner and shall not carry on any other business or enterprise. During the term of the loan by GMAC Commercial Mortgage Corporation (the "Lender") to Weston Road Hotel Associates, Limited Partnership (the "Partnership") in the approximate principal amount of Seven Million Four Hundred Thousand Dollars (\$7,400,000.00) (the "Loan") to be secured by the hotel to be owned by Partnership located in Weston, Florida (the "Hotel"), the Corporation shall not amend the Articles of Incorporation to permit any other business purpose for the Corporation other than set forth above.

Notwithstanding anything to the contrary in these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the Loan is outstanding, the Corporation shall not undertake any of the following actions:

- (A) merge, convert or consolidate with or into any other business entity;
- (B) dissolve, wind up or liquidate or take any action, or omit to take any action, as a

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result of which the Corporation would be dissolved, wound up or liquidated in whole or in part;

- (C) engage in any business activity not described in the Articles of Incorporation;
- (D) amend, modify, waive or terminate the Articles of Incorporation or organizational documents of the Corporation without the prior written consent of Lender;
- (E) permit the issuance of any additional interests in the Corporation except as set forth in the loan documents relating to Loan (the "Loan Documents");
- (F) own any asset or property other than the Hotel and incidental personal property necessary for the ownership or operation of the Hotel;
- (G) engage in any business other than the ownership, management and operation of the Hotel, and conduct and operate its business as presently conducted and operated;
- (H) enter into any contract or agreement with any affiliated entity, or any guarantor of or key principal/guarantor/indemnitor pursuant to the Loan, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than such party;
- (I) except as permitted in the Loan Documents, incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than trade and operational debt incurred in the ordinary course of business with trade creditors and in amounts as are normal and reasonable under the circumstances;
- (J) make any loans or advances to any third party (including any affiliated entity, or any guarantor of or key principal/guarantor/indemnitor pursuant to the Loan), and not acquire obligations or securities of its affiliated entities;
- (K) dissolve, wind up or liquidate, in whole or in part, or consolidate or merge with or into any other person or entity;
- (L) commingle its funds or other assets with those of any affiliated entity or any guarantor of or key principal/guarantor/indemnitor pursuant to the Loan, or any other person;
- (M) guaranty, become obligated for, or hold itself out to be responsible for the debts or obligations of any other person or entity, or the decisions or actions respecting the daily business or affairs of any other person or entity, or pledge its assets for the benefit of any other person or entity;
- (N) take any Bankruptcy Action (as defined below).

For purposes of this provision, "Bankruptcy Action" means any of the following actions with respect to the Corporation: (a) institute bankruptcy or insolvency proceedings; (b) consent to the institution of bankruptcy or insolvency proceedings against the Corporation; (c) file a petition seeking, or consenting to, reorganization or relief under any applicable federal or state law relating to bankruptcy; (d) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation, or a substantial part of its assets; (e) make any assignment for the benefit of creditors; (f) admit in writing its inability to pay its debts generally as they become due; (g) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally; or (h) take any action in furtherance of any of the preceding actions.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation's organizational documents and any provision of law that otherwise so empowers the Corporation, so long as the Loan is outstanding, the Corporation shall:

(A) remain solvent and pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due;

(B) do and cause to be done all things necessary to observe organizational formalities and preserve its existence;

(C) maintain all of its books, records, financial statements and bank accounts separate from those of its affiliated entities and file its own tax returns, unless required otherwise by applicable law;

(D) maintain its books, records, resolutions and agreements as official records;

(E) be, and at all times hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliated entity and any guarantor of or key principal/guarantor/indemnitor pursuant to the Loan), correct any known misunderstandings regarding its status as a separate entity, conduct business in its own name, not identify itself or any of its affiliated entities as a division or part of the other, and maintain and utilize separate stationery, invoices and checks;

(F) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(G) maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliated entity or any guarantor of or key principal/guarantor/indemnitor pursuant to the Loan, or any other person; and

(H) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation's organizational documents and any provision of law that otherwise so empowers the Corporation, the following may not occur without Lender's prior written consent:

- (A) the resignation or removal of any director of the Corporation;
- (B) the sale, exchange, or disposal of all or substantially all the Corporation's assets;
- (D) the making of secured loans by shareholders of the Corporation to the Corporation; and
- (E) Except as permitted under the Loan Documents, the transfer or issuance of stock in the Corporation as long as the Loan is outstanding.

For so long as the Loan is outstanding, in the case of a conflict between the provisions of these Articles of Incorporation and the provisions of the Loan Documents, the provisions of the Loan Documents shall govern and control.

ARTICLE FOUR CAPITAL STOCK

The amount of the total authorized capital stock of this corporation is 1,000 SHARES AT \$1.00 PAR VALUE. Such shares are non-assessable.

STATUTORY RESIDENT AGENT

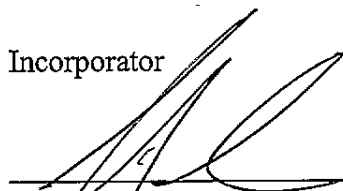
The corporation does hereby name, constitute, and appoint as its statutory resident agent within the State of Florida for receipt of process or any other lawful purpose, C T Corporation System 1200 South Pine Island Road, City of Plantation, Florida 33324. This appointment of the resident agent shall be continuous unless otherwise changed by the Board of Directors of the corporation acting pursuant to the laws of the State of Florida.

ARTICLE TEN
VOTING OF SHARES

In any election participated in by the shareholders, each shareholder shall have one vote for each share of stock he owns, either in person or by proxy as provided by law. Cumulative voting shall not prevail in any election by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned, Steven A. Solomon and Richard L. Vilardo, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles and certifies that the facts herein stated are true; and I have accordingly hereunto set my hand this 19th day of September, 2000.

Incorporator


Steven A. Solomon


Richard L. Vilardo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505 OF THE FLORIDA STATUTES.

C T CORPORATION SYSTEM

By: 

Charlie Shampang
Assistant Secretary

Date: 9/20/2000