

P000000102852

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

EFFECTIVE DATE
10-31-00

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000057523 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

PERFORMANCE HOTELS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV - 1 AM 9:05

B. McKnight

NOV 02 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2000

EMPIRE

SUBJECT: PERFORMANCE HOTEL CORP.
REF: W00000026238

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000057523
Letter Number: 700A00056861

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

H00000057523

ARTICLES OF INCORPORATION
OF
PERFORMANCE HOTELS CORP.

EFFECTIVE DATE
10-31-00

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **Performance Hotels Corp.**

Corporate Address: **11835 SW 79th Terrace, Miami, Florida 33183**

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

October 31st, 2000

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. **Designation:** The stock of this corporation shall be known as Common Stock.
- B. **Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 100.
- C. **Par Value:** Each share of Common Stock shall have NO par value.
- D. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-accessibility:** Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -1 AM 9:05

H00000057523

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 7330 West 20th Avenue, Miami Lakes, FL 33016-1835 and the name of the Initial Registered Agent of this corporation at that address is Helen C. Costa, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially 2 (two) Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Directors of this corporation are:

-- Director -- **ROBERTO HENRIQUEZ** -- 11835 SW 79 Terrace, Miami, Florida 33183.

-- Director -- **MAURICIO VIANNA** -- 11835 SW 79 Terrace, Miami, Florida 33183.

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

ROBERTO HENRIQUEZ -- 11835 SW 79 Terrace, Miami, Florida 33183.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of October 2000.

Roberto Henriquez, Subscriber

STATE OF FLORIDA

COUNTY OF MIAMI DADE

} ss:

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared Roberto Henriquez, known to me to be the persons described in an who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of Identification of the above-named persons: D.L.# Roberto Henriquez, and that an oath (was)(was not) taken.

Witness my hand and seal in the County and State last aforesaid this 31 day of October 2000.



Helen C. Costa
Commission # 001229474
Expires Apr. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Signature

Printed Notary Signature

H00000057523

H00000057523

CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE

First - That Performance Hotels Corp., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Helen C. Costa, Esq. located at 7330 W. 20th Avenue, Miami Lakes, FL 33016 Miami-Dade County State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Helen C. Costa, Registered Agent

STATE OF FLORIDA

COUNTY OF MIAMI DADE

) SS:
)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Helen C. Costa, Esq. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: D.L. # [signature], and that an oath (was) (was not) taken.

2000.

Witness my hand and seal in the County and State last aforesaid this 31 day of October



Cassandra E. Rodriguez
 Commission # CC 929010
 Expires April 17, 2004
 Bonded Three
 Atlantic Bonding Co., Inc.

[Signature]
 NOTARY SIGNATURE

 Printed Notary Signature

H00000057523