

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : GRONEK & LATHAM, LLP

Account Number : I20000000025

Phone : (407) 481-5800

Fax Number : (407) 481-5801

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 26 AM 9:34

FLORIDA PROFIT CORPORATION OR P.A.

HRP Owners Corp.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

HRP Owners Corp.

ARTICLE II PRINCIPAL OFFICEThe principal place of business/mailling address is:
c/o Fine Hotels Corp.One Washington Street
Wellesley, MA 02481**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

See Exhibit A attached hereto.

ARTICLE IV SHARES

The number of shares of stock is: The maximum number of shares of Capital Stock that the Corporation is authorized to issue is 1000, which shall be designated Common Shares with a Par Value of \$.01 per share.

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

President: Gerald S. Fineberg, c/o Fine Hotels Corp., One Washington Street, Wellesley,
MA 02481Treasurer: Joseph P. Donovan, c/o Fine Hotels Corp., One Washington Street, Wellesley,
MA 02481Clerk: Daniel Frank, c/o Fine Hotels Corp., One Washington Street, Wellesley,
MA 02481Assistant Clerk: Lydia G. Cheanick, c/o Bernkopf, Goodman & Baseman LLP, 125 Summer Street,
Boston, MA 02110**ARTICLE VI REGISTERED AGENT**The name and Florida street address of the registered agent is:
KG&L Services, Inc.c/o Gronek & Latham, LLP
390 North Orange Avenue, Suite 600
Orlando, FL 32801**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Robert J. Gronek
Gronek & Latham, LLP
390 North Orange Avenue, Suite 600
Orlando, FL 32801

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Robert J. Gronek President
Signature/Registered Agent

12/28/00
Date

Robert J. Gronek
Signature/Incorporator

12/28/00
Date

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