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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 PM 5:00

ORDER DATE : January 17, 2001

ORDER TIME : 1:50 PM

ORDER NO. : 967701-005

CUSTOMER NO: 4312767

CUSTOMER: Robert L. Kline, Esq
Kline Moore & Klein

700003552877--0

Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: FLATOTEL SEA SPA PALACE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

CP 1/18/01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 17 PM 4:51

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 17 PM 5:00

ARTICLES OF INCORPORATION
OF
FLATOTEL SEA SPA PALACE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLATOTEL SEA SPA PALACE, INC.

The address of the principal office of this corporation shall be 444 Brickell Avenue, Suite 600, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Harrison Dir.	444 Brickell Avenue, Suite 600 Miami, Florida 33131
Maurice Cohen Dir.	444 Brickell Avenue, Suite 600 Miami, Florida 33131
Lea Cohen-Levy Dir.	444 Brickell Avenue, Suite 600 Miami, Florida 33131

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert Harrison Pres.	444 Brickell Avenue, Suite 600 Miami, Florida 33131
Maurice Cohen Treas.	444 Brickell Avenue, Suite 600 Miami, Florida 33131
Lea Cohen-Levy Sec.	444 Brickell Avenue, Suite 600 Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 17, 2001.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 PM 5:00

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

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