

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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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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FLORIDA PROFIT CORPORATION OR P.A.

Fine Hotels Manager Corp.

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

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**ARTICLES OF INCORPORATION
OF
FINE HOTELS MANAGER CORP.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Fine Hotels Manager Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is c/o Fine Hotels Corp., One Washington Street, Wellesley, Massachusetts 02481.

ARTICLE III - GENERAL PURPOSES

See Exhibit A attached hereto.

ARTICLE IV - SHARES

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

ARTICLE V - INITIAL OFFICERS

The names and address of the initial officers of the Corporation are as follows:

NAME/ADDRESS

TITLE

Thomas Fitzbiggins
c/o Fine Hotels Corp.
One Washington Street
Wellesley, MA 02481

President

Gerald S. Fineberg
c/o Fine Hotels Corp.
One Washington Street
Wellesley, MA 02481

Treasurer

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Kenneth M. Goldberg
c/o Bernkopf, Goodman & Baseman LLP
125 Summer Street
Boston, MA 02110

Secretary

Joseph Donovan
c/o Fine Hotels Corp.
One Washington Street
Wellesley, MA 02481

Assistant Secretary

Daniel Frank
c/o Fine Hotels Corp.
One Washington Street
Wellesley, MA 02481

Assistant Vice President

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is G&L Agent Services, Inc.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

NameAddress

David P. Barker

390 North Orange Avenue
Suite 600
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 18th day of January, 2001.



David P. Barker, Incorporator

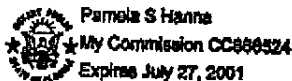
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ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 18th day of January, 2001, by David P. Barker, as incorporator, who is personally known to me.



Pamela S. Hanna

NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, G&L AGENT SERVICES, INC., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By: *D.P. Barker*

David P. Barker, Vice President

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EXHIBIT A
TO ARTICLES OF INCORPORATION
OF
FINE HOTELS MANAGER CORP.

Article III (continued)

To develop, construct, own, lease, manage, operate, and conduct hotels, motels, inns, restaurants, cafes, and bars in any city or town in the United States or any foreign country, and in any of said places, to carry on, conduct, and manage any and all business and activities incident to and forming a part of the business of developing, constructing, owning, leasing, managing, operating, and conducting any and all such hotels, motels, inns, restaurants, cafes, and bars, wherever the same may be situated; to carry on the business of hotel keepers, innkeepers, restaurant keepers, including the buying, selling, and dealing in provisions of all kinds, wines, liquors, cigars, and tobacco; and generally, to do any and all things and to perform any and all acts incident to the business hereinbefore stated.

To act as partner in one or more limited partnerships, trustee in one or more land trusts or nominee trusts and/or as a member and/or manager of one or more limited liability companies and/or stockholder of one or more companies.

To engage in the business, as principal, agent, or broker and on commission or otherwise, of buying, selling, mortgage, exchanging, leasing, letting, granting or licensing, improving, developing, repairing, managing, holding for investment, or otherwise maintaining and operating real property of every kind and every kind of estate, right, or interest therein or pertaining thereto.

To take and hold title to real estate, leasehold interests and personal property, as nominee on behalf of other corporations, associations, partnerships, or individuals and not on its own behalf and to convey the same and to perform any incidental transactions in connection therewith, for and on behalf of such other corporations, associations, partnerships and individuals for whom it shall hold title.

It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

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