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LAW OFFICES
GEORGE F. HESS II, P.A.
RIVERWALK PLAZA • SUITE 1000
333 NORTH NEW RIVER DRIVE, EAST
FORT LAUDERDALE, FLORIDA 33301-2205

GEORGE F. HESS II

(954) 764-2068
FAX (954) 764-2152

January 19, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 JAN 22 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****157.50 *****78.75

RE: Capri Enterprise, Inc.
Capri Miami Beach Condo Hotel, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporations. Our check in the amount of \$157.50 is enclosed to cover the cost of filing and a certified copy of each of the Articles of Incorporation. Please return the certified copies to our office in the enclosed, self-addressed, stamped Federal Express package.

If you have any questions, do not hesitate to contact me.

Sincerely,



George F. Hess II

/cjf

Enclosures

cc: Mr. Delvi Berger
w/copy encl.

capri-en.cor\articles.let

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAPRI ENTERPRISE, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation and the principal mailing address is:

CAPRI ENTERPRISE, INC.
International Building, Suite 300
2455 East Sunrise Boulevard
Fort Lauderdale, FL 33304

ARTICLE II

The corporation may engage in any activity or business permitted under the law of the United States or of the State of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **One Hundred (100)** share of common stock, **One Dollar (\$1.00)** par value. Such shares of common stock are to consist of one class only.

ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of this corporation is:

333 North New River Drive, East, Suite 1000, Fort Lauderdale, Florida, 33301.

The name of the initial registered agent of this corporation, at the above address, is:

GEORGE F. HESS II.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished, from time to time by the By-laws, but shall never be less than one.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

GEORGE F. HESS II

**Suite 1000
333 North New River Drive, East
Fort Lauderdale, Florida, 33301**

ARTICLE VII

The name and address of the initial incorporator of this corporation is:

NAME

ADDRESS

GEORGE F. HESS II

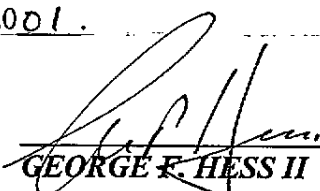
**Suite 1000
333 North New River Drive, East
Fort Lauderdale, FL 33301**

ARTICLE VIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

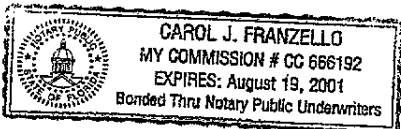
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of JAN, 2001.

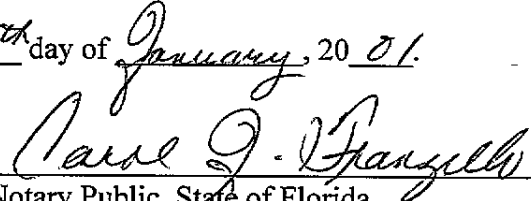

GEORGE F. HESS II
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared **GEORGE F. HESS II**, to me well know and known to me to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 19th day of January, 2001.

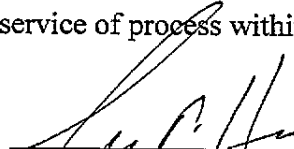



Notary Public, State of Florida
My Commission Expires: 8/19/01
My Commission Number is: EC 666192

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes the following is submitted:

THAT **CAPRI ENTERPRISE, INC.**, desires to organize or qualify under the laws of the State of Florida, with its principal place of business at City of **Fort Lauderdale**, State of Florida, has named **GEORGE F. HESS II**, located at **Suite 1000, 333 North New River Drive, East, Fort Lauderdale, Florida, 33301**, as its agent to accept service of process within Florida.


GEORGE F. HESS II
Incorporator


Date: JAN 19, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 22 AM 9:02

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HAVING BEEN NAMED to accept service of process for the above-stated Corporation, at the place designed in this Certificate, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


GEORGE F. HESS II
Resident Agent

Date: JAN 19, 2001