

P0100000615609

FRANK E. AMSALEM, P.A.

4568 POST AVE  
MIAMI BEACH, FLORIDA 33140

FRANK E. AMSALEM

EMAIL ADDRESS: FLALAW@BELLSOUTH.NET

TELEPHONE: (305) 534-8171  
FACSIMILE: (305) 534-8179

May 30, 2001

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Post Office 6327  
Tallahassee, Florida 32314

SUBJECT: Hospitality Solutions, Inc.

600004383736--2  
-06/08/01--01046--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

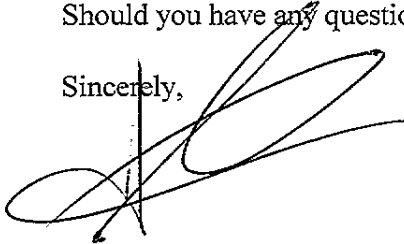
☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certified Copy

Please provide the original and one copy of the articles. Please contact the undersigned upon receipt and transmit to the undersigned the filing information.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa  
Encl.

FILED  
2001 JUN 20 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2544  
1001-13481

fg 6/20/01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2001 JUN 20 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 12, 2001

FRANK E. AMSALEM, ESQUIRE  
4568 POST AVENUE  
MIAMI BEACH, FL 33140

SUBJECT: HOSPITALITY SOLUTION, INC.  
Ref. Number: W01000013481

We have received your document for HOSPITALITY SOLUTION, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 901A00036127

**FILED**

**ARTICLES OF INCORPORATION  
OF D. HOSPITALITY SOLUTION, INC.**

**2001 JUN 20 PM 3: 36**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be **D. HOSPITALITY SOLUTION, INC.**

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be: 4044 Meridian Ave., Suite 3A, Miami Beach, FL 33140.

**ARTICLE III. CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV. SHARES**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares.

**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the initial registered agent and office are: Drorit Warshawsky, 4044 Meridian Ave., Suite 3A, Miami Beach, FL 33140.

**ARTICLE VI. DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors shall be 1 and the name and address of the initial director shall be:

Drorit Warshawsky, 4044 Meridian Ave., Suite 3A, Miami Beach, FL 33140. President, Vice-President, Treasurer, Secretary and Director.

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall remain unchanged until that number is changed by a bylaw duly adopted by the shareholders.

#### **ARTICLE VII. BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

#### **ARTICLE X. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or

proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

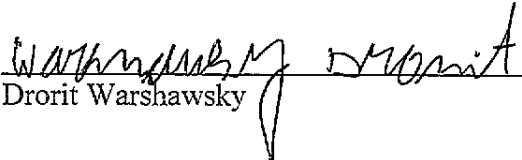
#### ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

#### ARTICLE XII. INCORPORATOR

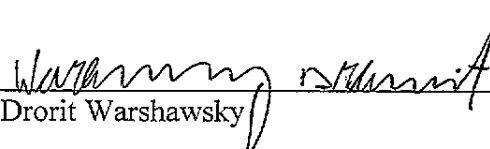
The name and address of the incorporator to these Articles of Incorporation is: Drorit Warshawsky, 4044 Meridian Ave., Suite 3A, Miami Beach, FL 33140.

Dated 30 May, 2001.

  
Drorit Warshawsky

Having been named to accept service or 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.

Dated: 30 May, 2001

  
Drorit Warshawsky

**FILED**  
2001 JUN 20 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA