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LAW OFFICE OF  
RUDOLPH M. DI LASCIO, JR., P.A.

5798 JOHNSON STREET  
HOLLYWOOD, FLORIDA 33021

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January 17, 2002

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

000004790170--7  
01/22/02-01126-006  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Filing of Articles of Incorporation  
ELITE HOTEL, INC.

Gentlemen:

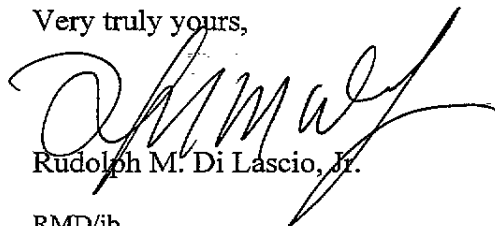
I have enclosed the following items regarding the above referenced matter:

1. Original and one copy of the Articles of Incorporation for ELITE HOTEL, INC.
2. Office account check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee and charge for one certified copy of the Articles of Incorporation for above referenced corporation

Please process accordingly and forward the certified copy to this office after filing.

Thank you for your cooperation in this matter.

Very truly yours,



Rudolph M. Di Lascio, Jr.

RMD/jb  
Enclosures  
UPS O/N

FILED  
02 JAN 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JEBB/KAN JAN 22 6 2002

ARTICLES OF INCORPORATION  
OF  
ELITE HOTEL, INC.

FILED  
02 JAN 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be ELITE HOTEL, INC. and the principal place of business of this corporation shall be 1735 Arthur Street, Hollywood, Florida 33020.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact 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 500 shares of common stock having a \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be:

1610 East Hallandale Beach Boulevard  
Hallandale, Florida 33009

and the name of the initial Registered Agent of the Corporation at that address is: ALAN S. RODRICKS.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. 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 pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

ALAN S. RODRICKS  
1610 East Hallandale Beach Boulevard  
Hallandale, Florida 33009

## ARTICLE VIII. OFFICERS

The names 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:

President/Treasurer	ALAN S. RODRICKS 1610 East Hallandale Beach Boulevard Hallandale, Florida 33009
Vice President	GOLDWYN RODRICKS 500 Layne Boulevard, Apt. 17 Hallandale, Florida 33009
Secretary	AGNES RODRICKS 1610 East Hallandale Beach Boulevard Hallandale, Florida 33009

## ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

## ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

## XI. INDEMNITY

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The Corporation shall reimburse each person for all costs, legal fees and other expenses reasonably incurred by him in connection with any claims of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

## XII. NO CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors of, such other firm or Corporation provided that the fact that he is so interested in shall be disclosed or shall be known to the Board of Directors or such members thereof or shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote there at to authority any such contract or transaction, with like force and effect as if it were not a director or officer of such other corporation or not so interested.

## ARTICLE XIII. SUBSCRIBER

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

ALAN S. RODRICKS  
1735 Arthur Street  
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 17<sup>th</sup> day of JANUARY, 2002.

  
\_\_\_\_\_  
ALAN S. RODRICKS L.S.

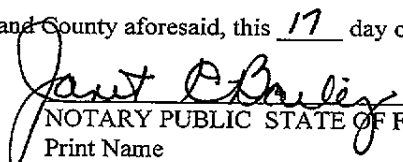
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared ALAN S. RODRICKS known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced Florida Drivers License as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 17 day of January, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC STATE OF FLORIDA  
Print Name  
My Commission Expires:



ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT

I, ALAN S. RODRICKS having been named the statutory agent of ELITE HOTEL, INC. does hereby accept designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 17<sup>th</sup> day of JANUARY, 2002.

  
ALAN S. RODRICKS

FILED

02 JAN 22 AM 9:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA