

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)205-0381

From:

Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305)379-9115
Fax Number : (305)381-9982

*Felicia thickey***FLORIDA PROFIT CORPORATION OR P.A.**

Trust
~~Trust~~ Hotel Management Group, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
TRUST HOTEL MANAGEMENT GROUP, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is TRUST HOTEL MANAGEMENT GROUP, INC.

ARTICLE II - ADDRESS

The principal address of the Corporation is 420 Lincoln Road, Suite 448, Miami Beach, Florida, 33139.

The mailing address of the Corporation is 420 Lincoln Road, Suite 448, Miami Beach, Florida, 33139.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Richard R. Wilhelm, and his address is 420 Lincoln Road, Suite 448, Miami Beach, Florida, 33139.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director at this time, but may be increased or decreased from time to time by the Bylaws.

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ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Richard R. Wilhelm, and his address is 420 Lincoln Road, Suite 448, Miami Beach, Florida, 33139.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of July, 2002.


Richard R. Wilhelm, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 31st DAY OF JULY, 2002.


Richard R. Wilhelm

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