

Division of Corporations

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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Buena Vista International Hotel Services, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

T. SMITH APR 24 2003

ARTICLES OF INCORPORATION  
OF  
BUENA VISTA INTERNATIONAL HOTEL SERVICES, INC.

The undersigned, acknowledges and files in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation for-profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

Article I

Name

The name of the Corporation shall be:

Buena Vista International Hotel Services, Inc.

Article II

Principal place of business and mailing address

The principal place of business and the mailing address of this Corporation shall be:

4756 Bay Point Road  
Miami, Florida 33137-3318

Article III

Purpose

The general nature of the business or businesses to be transacted by this corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

ARTICLE IV

## Shares

The authorized capital stock of this Corporation shall consist of three (3) shares of common stock, One Thousand (\$1,000.00) Dollars par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

Article V

## Manner of election of Directors

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

## First Board of Directors

The number of directors consisting of the first Board of Directors of the corporation is Three (3):

<u>NAME</u>	<u>ADDRESS</u>
Thomas McDonald	2000 South Bayshore Drive Villa 71 Miami, Florida 33133
Alan W. Bridle	500 South Ocean Boulevard Suite 1501 Boca Raton, Florida 33432
Anthony W. Livermore	4756 Bay Point Road Miami, Florida 33137-3318

**ARTICLE VII**

**Initial registered agent and street address**

The name and street address of the initial registered agent is:

Richard G. Toledo, Esq.  
21 Southeast First Avenue  
Tenth Floor  
Miami, Florida 33131

**Article VIII**

**Incorporator**

The name and the street address of the incorporator of the Corporation is:

Richard G. Toledo, Esq.  
21 Southeast First Avenue  
Tenth Floor  
Miami, Florida 33131

**ARTICLE IX**

**Existence:**

The Corporation shall have perpetual existence. —

**ARTICLE X**

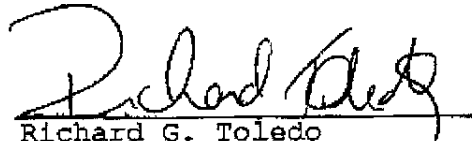
**General Provisions:**

(a) The private property of the shareholders shall not be subject to the payments of any corporate debts to any extent whatsoever.

(b) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(c) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 2003.

  
Richard G. Toledo

## STATE OF FLORIDA

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

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

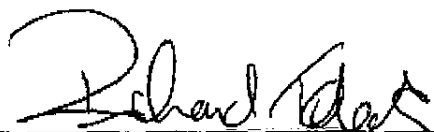
1. The name of the Corporation is:

Buena Vista International Hotel Services, Inc.

2. The name and address of the registered agent and office is:

Richard G. Toledo, Esq.  
21 Southeast First Avenue  
Tenth Floor  
Miami, Florida 33131

Having been named as registered agent and to accept service of 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 such 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.

  
Richard G. Toledo

Dated: April 23, 2003

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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