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(Requestor's Name)

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(City/State/Zip/Phone #)

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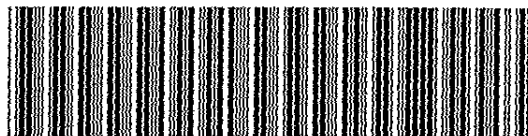
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**JOHN H. TEST, P.A.**

*Attorney At Law  
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Suite B-105  
Miami, Florida 33186*

*Sandra L. Test*

*John H. Test  
(1928-1983)*

*(305) 596-7579  
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August 26, 2003

Department of State  
Corporation Division  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: ~~Jaguar Hospitality, Inc.~~  
Emerald Hospitality, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation's on Jaguar Hospitality, Inc. and Emerald Hospitality, Inc. Please stamp both copies of each corporation and return them to us in the enclosed envelope.

Additionally, please find two checks each in the amount of \$125.00 representing the filing fees for each corporation.

Should you have any questions, please feel free to contact us.

Thank you for your kind attention to this matter.

Very truly yours,

Daysi Halperin  
Legal Assistant to  
Sandra L. Test

:dh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
EMERALD HOSPITALITY, INC.**

**THE UNDERSIGNED** subscribers to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida, and hereby state the articles as follows:

**ARTICLE I**

The name of the corporation shall be:

**EMERALD HOSPITALITY, INC.**

**ARTICLE II**

The general purpose of the corporation is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in

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TALLAHASSEE, FLORIDA

lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a meeting duly held and convened.

#### **ARTICLE V**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE VI**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Hugh F. Quinn	8900 S.W. 117 <sup>th</sup> Avenue
	Suite B-105
	Miami, FL 33186

#### **ARTICLE VII**

The principal office and mailing address of this corporation is: 8900 S.W. 117<sup>th</sup> Avenue, Suite B-105, Miami, Florida 33186.

#### **ARTICLE VIII**

The name and address of the Incorporator signing these Articles of Incorporation is Hugh F. Quinn, 8900 S.W. 117<sup>th</sup> Avenue, Suite B-105, Miami, Florida 33186.

### **ARTICLE IX**

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

### **ARTICLE X**

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

### **ARTICLE XI**


These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders. The shareholders of this corporation shall be entitled to remove any director from office at any

time with or without cause. The shareholders and directors of this corporation may take action by written consent as provided by law.

#### ARTICLE XII

The corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation of Emerald Hospitality, Inc. this 14<sup>th</sup> day of August, 2003.


  
HUGH F. QUINN

State of Florida )

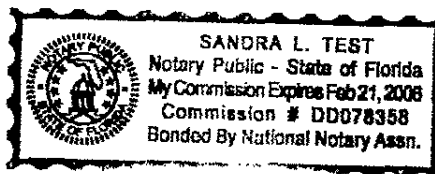
County of Dade)

The foregoing instrument was acknowledged before me on this date by **HUGH F. QUINN**, who is personally known to me and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 14<sup>th</sup> day of August, 2003.

  
Notary Public  
State of Florida at Large

My commission expires:



**DESIGNATION OF REGISTERED AGENT**

1. Emerald Hospitality, Inc. hereby designates the following registered agent and his office for service of process:

Hugh F. Quinn

8900 S.W. 117<sup>th</sup> Avenue  
Suite B-105  
Miami, FL 33186

2. The undersigned registered agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
HUGH F. QUINN  
Registered Agent

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