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09/29/03

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

**ATLANTIC HOTELS MANAGEMENT, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

ATLANTIC HOTELS MANAGEMENT, INC.

09/29/03

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: ATLANTIC HOTELS MANAGEMENT, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a. To engage in any hotels and properties management activities or business permitted under the laws of the United States and Florida.
- b. To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with Real or Personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY: ELOY A. FERNANDEZ, ESQ.  
782 N.W. LE JEUNE ROAD, SUITE 632  
MIAMI, FLORIDA 33126  
BAR NO. 232181  
PHONE: (305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

e. To do all and everything necessary and proper for the accomplishment of any of the purpose or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary incidental to the protection and benefit of the Corporation, and in general, either alone or in association with the other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

#### ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

#### ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is:  
1110 Brickell Avenue, Suite 430, Miami, Florida 33131 and the name of the initial registered agent of corporation at that office is: CARLOS R. PORRO.

#### ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have THREE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until his successors are elected and qualified is:

##### NAMES:

##### ADDRESSES:

LUIS FELIPE PONCE	5171 SW 142 Ave, # 202, Pembroke Pines, Florida 33027.
OSCAR CONTRERAS	2210 E 22 <sup>nd</sup> Street, Mission, Texas 78572
CARLOS R. PORRO	151 Crandon Boulevard # 533, Key Biscayne, Florida 33149

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME:

ADDRESS:

CARLOS R. PORRO

151 Crandon Boulevard # 533, Key Biscayne Florida 33149.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of September, 2003.

  
CARLOS R. PORRO

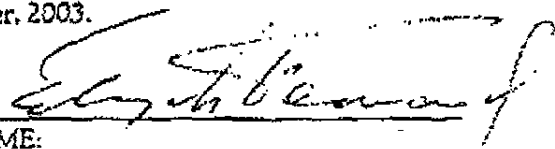
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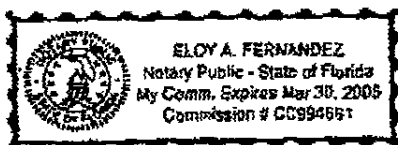
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared CARLOS R. PORRO who is the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth ( ) who are personally known to me or ( X ) who have produced FLORIDA DRIVER'S LICENSE as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 29th day of September, 2003.

MY COMMISSION EXPIRES:

  
NAME:  
NOTARY PUBLIC, STATE OF FLORIDA



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HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:  
ATLANTIC HOTELS MANAGEMENT, INC., AT THE PLACE DESIGNATED IN THESE  
ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY,  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 29th day of September, 2003.

  
CARLOS R. PORRO  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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