

**Electronic Articles of Incorporation
For**

P03000155686
FILED
December 22, 2003
Sec. Of State

MAJESTIC HOSPITALITY USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MAJESTIC HOSPITALITY USA, INC.

Article II

The principal place of business address:

1717 N. BAYSHORE DRIVE
SUITE 321
MIAMI, FL. US 33132

The mailing address of the corporation is:

1717 N. BAYSHORE DRIVE
SUITE 321
MIAMI, FL. US 33132

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

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

JEFFREY M STOLLER
1717 N. BAYSHORE DRIVE
SUITE 321
MIAMI, FL. 33132

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JEFFREY M. STOLLER

Article VI

The name and address of the incorporator is:

JEFFREY M. STOLLER
1717 N. BAYSHORE DRIVE
SUITE 321
MIAMI, FL. 33132

Incorporator Signature: JEFFREY M. STOLLER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSTD
JEFFREY M STOLLER
1717 N. BAYSHORE DRIVE, SUITE 321
MIAMI, FL. 33132 US

Title: VP,D
ROBERT WILLISON
8695 RIVER BLUFF DRIVE
ROSWELL, GA. 30076 US

Article VIII

The effective date for this corporation shall be:

12/19/2003