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FLORIDA PROFIT CORPORATION OR P.A.

SBD HOTELS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SBD HOTELS, INC.**

**ARTICLE I - NAME**

The name of this corporation is SBD HOTELS, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

5100 Town Center Circle, Suite 400  
Boca Raton, Florida 33486

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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**ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Corporation's registered office in the State of Florida is 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32301, and the name of its registered agent at such office is CorpDirect Agents, Inc.

**ARTICLE IX - INCORPORATOR**

The name and address of the sole incorporator is Robert J. Robes, Esq., Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

**ARTICLE X - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of April, 2004.

  
ROBERT J. ROBES, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article VIII of these Articles of Incorporation, the undersigned 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 30<sup>th</sup> day of April, 2004.

CORPDIRECT AGENTS, INC.

By: Glad Dick, Asst Sec.  
Its: Agent

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