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DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

AZUR HOTELS & RESORTS, INC.

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**ARTICLES OF INCORPORATION
OF
AZUR HOTELS & RESORTS, INC.**

**ARTICLE I
NAME**

The name of the corporation is **AZUR HOTELS & RESORTS, INC.**

**ARTICLE II
ADDRESS**

The mailing address and principal office of the corporation is 801 Brickell Avenue, Suite 900, Miami, FL 33131.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in hotel and resort operations and transact any and all other lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V
POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI
CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue or have outstanding at any one time is Fifteen Million Shares (15,000,000) of common stock each having one cent (\$.01) par value.

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ARTICLE VI
INCORPORATOR

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

Albert J. Lazo, Esq.
Albert J. Lazo, P.A.
2833 Bird Avenue, 2nd Floor
Miami, FL 33133

ARTICLE VIII
OFFICERS/DIRECTORS

The Corporation's initial officers and directors shall be the following individuals:

Director/President

Donald Goree
2833 Bird Avenue, 2nd Floor
Miami, FL 33133

Director/President

Eduardo Naranjo
2833 Bird Avenue, 2nd Floor
Miami, FL 33133

Secretary

Albert J. Lazo
2833 Bird Avenue, 2nd Floor
Miami, FL 33133

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

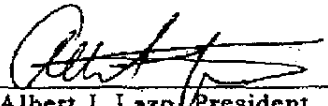
The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

Albert J. Lazo, P.A.
2833 Bird Avenue, 2nd Floor
Miami, FL 33133

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I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this June 28, 2004.


Albert J. Lazo, President

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, I have made and subscribed these Restated Articles of Incorporation this June 28, 2004.


Albert J. Lazo, Incorporator

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