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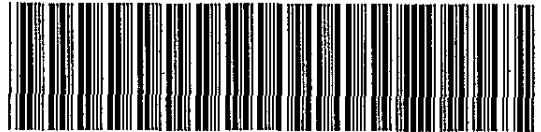
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SECTION 1  
DIVISION 1  
04 AUG 16 PM 12:59

LAW OFFICES OF  
**AXEL HEYDASCH, P.A.**

SUNTRUST INTERNATIONAL CENTER  
ONE SE 3RD AVENUE, STE. 1860  
MIAMI, FLORIDA 33131

AXEL HEYDASCH  
Attorney at Law - Rechtsanwalt  
Admitted to practice in  
Florida and New York

TELEPHONE (305) 358-8400  
TELECOPY (305) 377-0111  
miamilaw@mac.com

August 11, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

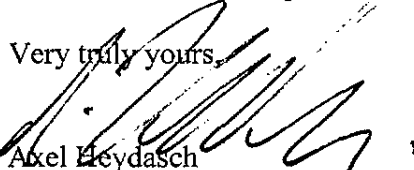
RE: R & B Motel, Inc.

Dear Sir or Madam:

Enclosed please find two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us. We have provided a self-addressed, stamped return envelope for your convenience.

Very truly yours,

  
Axel Heydasch  
Attorney-at-Law

AH/vg

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**R & B MOTEL, INC.**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**R & B MOTEL, INC.**

The principal office and mailing address of this corporation shall be:

**2380 Diana Drive #2  
Hallandale Beach, Florida 33009**

**ARTICLE II**

**Existence of Corporation**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

**General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive lease, or otherwise acquire, own hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

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(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property franchises, and income and make contracts of guaranty or suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend the money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulation the affairs of the corporation.

(l) To make donations for the public welfare or the charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, offices or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner member, associate, or manager of any corporation, partner, joint venture, trust, or other entity.

#### **ARTICLE V** **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such is ten cents (\$0.10). Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE VI** **Indemnification of Officers and Directors**

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

#### **ARTICLE VII** **Affiliated Transactions**

The corporation expressly elects, pursuant to section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.091, Florida statutes.

#### **ARTICLE VIII** **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is SunTrust International Center, One SE 3rd Avenue, Suite 1860, Miami, Florida 33131 and the name of the corporation's initial registered agent at such address is Axel Heydasch. The corporation may change its registered office or its registered agent or both by filing with the Department of State of Florida a Statement complying with Section 607.0502, Florida Statutes.

#### **ARTICLE IX** **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be: Two (2), and the name and addresses of each person who is to serve as a member thereof is as follows:

**Name**  
Roxie Louise Mallet

**Address**  
511 Ives Dairy Road., #F104  
Miami, Florida 33179

**Rolf Krieghoff**

**2380 Diana Drive, #2  
Hallandale Beach, Florida 33009**

**Beate Krol**

**2380 Diana Drive, #2  
Hallandale Beach, Florida 33009**

**ARTICLE X**  
**Initial Officers**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

**Name**  
**President - Beate Krol**

**Address**  
**2380 Diana Drive, #2  
Hallandale Beach, Florida 33009**

**Vice-President -  
Roxie Louise Mallet**

**511 Ives Dairy Road., #F104  
Miami, Florida 33179**

**Secretary - Rolf Krieghoff**

**2380 Diana Drive, #2  
Hallandale Beach, Florida 33009**

**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator of this corporation is as follows:

**Axel Heydasch  
SunTrust International Center  
One SE 3rd Avenue, Suite 1860  
Miami, Florida 33131**

**ARTICLE XII**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these amended Articles of Incorporation this 10th day of August, 2004.

  
Axel Heydasch, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT **R & B MOTEL, INC.**, desiring to organize under the laws of the State of Florida with its principal office located, as indicated in the Articles of Incorporation, **2380 Diana Drive #2 Hallandale Beach, Florida 33009**, has named **Rolf Krieghoff**, located at **2380 Diana Drive #2, Hallandale Beach, Florida 33009** as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Rolf Krieghoff

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