

**P05000052702**

Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Grand Bohemian Hotel SP, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
GRAND BOHEMIAN HOTEL SP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**GRAND BOHEMIAN HOTEL SP, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7380 Sand Lake Road, Suite 120  
Orlando, Florida 32819

**ARTICLE III. SHARES**

The number of shares of Class A voting common stock that this corporation is authorized to have outstanding at any one time is: 25,000. The number of shares of Class B non-voting common stock that this corporation is authorized to have outstanding at any one time is: 500,000.

**ARTICLE IV. BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member whose name and address is:

Richard C. Kessler  
7380 Sand Lake Road, Suite 120  
Orlando, Florida 32819

**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

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ARTICLE VI INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is:

Joseph B. Foltz, Esquire  
Foltz Martin, LLC  
Five Piedmont Center, Suite 750  
Atlanta, Georgia 30305

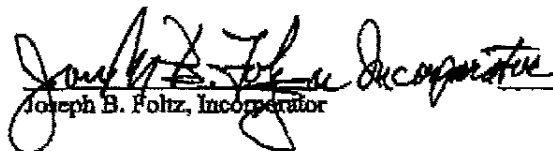
ARTICLE VII INDEMNITY

The directors of the Corporation shall be indemnified by the Corporation to the full extent provided or permitted by Section 607.0850, Florida Business Corporation Act.

ARTICLE VIII LIABILITY OF DIRECTORS

The directors of the corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director resulting from any act or omission, other than personal liability of a director for:

- (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (b) acts or omissions which involve intentional misconduct or a knowing violation of law;
- (c) the types of liability set forth in Section 607.0831, Florida Business Corporation Act; or
- (d) any transaction from which the director received an improper personal benefit.

 Joseph B. Foltz, Incorporator      4/5/05  
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT Corporation System

By: Rachel T. Hayes  
Name: \_\_\_\_\_

3/3/05  
Date

RACHEL T. HAYES  
ASSISTANT SECRETARY