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NO. 001

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Herity Hotel Properties Inc.

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ARTICLES OF INCORPORATION
OF
HERITY HOTEL PROPERTIES INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Herity Hotel Properties Inc. (hereinafter, the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 7700 Congress Avenue, Suite 1100, Delray Beach, Florida 33487.

ARTICLE III
AUTHORIZED SHARES

3.1 The total number of shares of the Corporation has the authority to issue is two thousand (2,000), consisting of one thousand (1,000) shares of common stock, par value \$.01 per share and one thousand (1,000) shares of preferred stock, par value \$.01 per share.

3.2 The board of directors of the Corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

3.3 As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

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a. Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, each holder of preferred stock shall have one hundred votes for each share held of record on all matters submitted for shareholder approval.

b. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval.

c. Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

(1) change the terms and provisions governing the preferred class of stock;

(2) merge the preferred stock and the common stock into a single class of stock;

(3) create a new class of stock which has greater rights on liquidation than the preferred stock; or

(4) increase the authorized number of shares of the preferred class of stock.

d. Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

(1) change the terms and provisions governing any class of stock other than the preferred stock;

(2) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;

(3) increase the authorized number of shares of any class of stock of the Corporation except the class of preferred stock.

e. Except as otherwise specified herein, the holders of preferred stock and the holders of common stock shall be treated as a single class with the holders of each class entitled to a single vote per share, be it common or preferred.

3.4. Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore. Holders of preferred stock shall have a right to receive such dividends per share in the amount equal to 3% of the capital contributed for such shares upon their issuance per share per year before any dividends

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may be paid to the holders of common stock. This right shall not cumulate in each year and if no dividend is declared for a particular year on or before December 15th of such year or if a dividend of \$0.00 is declared for such year, the holders of the preferred stock shall not be entitled to a dividend for such year. Further, if a dividend is declared during a particular year, the holders of the preferred stock shall not be entitled to any further dividends for such year after payment of such dividends even if the amount of the dividend was less than 3 % per year.

3.5. In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive \$1.00 per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the Corporation.

3.6. At any time, the Corporation may require the redemption of all or part of the then outstanding preferred stock held by such shareholder. The redemption price shall be the amount contributed as capital for such shares plus any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the Corporation, at its principal business office, no later than 30 days after the Corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the Corporation's records and after the Corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the Corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the Corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the Corporation's Articles of Incorporation or by law except for such right to payment set forth in this Article III.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301 and the name of its initial registered agent at such address is BSPA Corporate Services, Inc.

ARTICLE V INCORPORATOR

The name and address of the Incorporator of the Corporation are Steven Garellek, 2650 North Military Trail, Suite 240, Boca Raton, Florida 33431.

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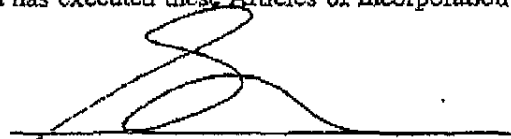
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 14th day of February, 2006.


Steven Garellek, Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Herity Hotel Properties Inc. at the place designated in Article IV of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 607, F.S.

BSPA CORPORATE SERVICES, INC.

By: 

Name: Steven Garellek
Title: Vice President

Dated: 2/14/06

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