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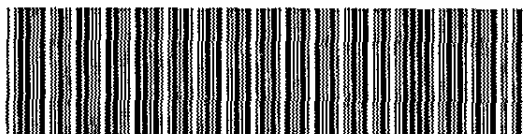
(Business Entity Name)

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** COCOBELLE MANAGEMENT, INC.

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas W. Hill  
1318 Lafayette Street  
Cape Coral, FL 33904

For further information concerning this matter, please call:

Thomas W. Hill at (239) 549-2444

Enclosed is a check in the following amount:

( \$87.50) Filing Fee  
(additional copy is enclosed)

**Street Address:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Mailing Address:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 6, 2006

THOMAS W. HILL  
1318 LAFAYETTE STREET  
CAPE CORAL, FL 33904

SUBJECT: COCOBELLE MANAGEMENT, INC.  
Ref. Number: W06000048474

We have received your document for COCOBELLE MANAGEMENT, INC. and your check(s) totaling \$247.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have two address's for the Registered Agent Please select one in Article 12.,

An effective date may be added to the Articles of Incorporation **if a 2007 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filing Section

Letter Number: 906A00065299



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 6, 2006

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Suzanne Hawkes  
Document Specialist  
New Filing Section

Letter Number: 906A00065299

**ARTICLES OF INCORPORATION  
OF**

**COCOBELLE MANAGEMENT, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is **COCOBELLE MANAGEMENT, INC.** (hereinafter, "Corporation").

**ARTICLE 2 – PURPOSE OF BUSINESS**

The Corporation shall engage in the business of hotel management.

**ARTICLE 3 – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4301 SE 1<sup>st</sup> Avenue, Cape Coral, FL 33904. The mailing address is the same.

**ARTICLE 4 – INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Ernst Koehler  
4301 SE 1<sup>st</sup> Avenue  
Cape Coral, FL 33904

**ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President:	Ernst Koehler
Vice President:	Dorothee Bohrer

whose addresses shall be the same as the principal address of the Corporation.

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## **ARTICLE 6 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Ernst Koehler  
Dorothee Bohrer

## **ARTICLE 7 – CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive
- 7.4 No holder shall be entitled to receive the net assets of the Corporation.  
No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

## **ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT**

All shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary to convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this corporation is 1318 Lafayette Street, Cape Coral, FL 33904. The name and address of the registered agent of this Corporation is Thomas W. Hill, 1318 Lafayette Street, Cape Coral, FL 33904.

## **ARTICLE 13 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


**ARTICLE 14 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 day of October, 2006.

  
Ernst Koehler

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Thomas W. Hill having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the positions of Registered Agent under the applicable provisions of the Florida Statutes.

  
Thomas W. Hill

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