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To:
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From:
Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
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FLORIDA PROFIT/NON PROFIT CORPORATION

TBS Hotel Management Corp.

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**ARTICLES OF INCORPORATION
OF
TBS HOTEL MANAGEMENT CORP.**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I
NAME**

The name of the corporation shall be: TBS Hotel Management Corp.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business/mailling address is: 200 West 55th Street, Suite 42, New York, New York 10019.

**ARTICLE III
SHARES**

The Corporation shall have authority to issue one hundred (100) shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the Corporation's initial registered office in the State of Florida is 2731 Executive Park Drive, Suite 4, Weston, FL 33331, and the name of its initial registered agent at such office is NRAI Services, Inc.

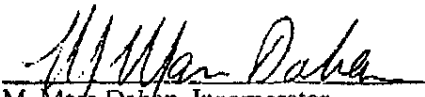
**ARTICLE V
INCORPORATOR**

The name of the Incorporator is M. Marc Dahan and the address of the Incorporator is c/o Dahan & Nowick LLP, 1700 Broadway, 14th Floor, New York, New York 10019.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnity and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 15th day of February, 2007.


M. Marc Dahan, Incorporator

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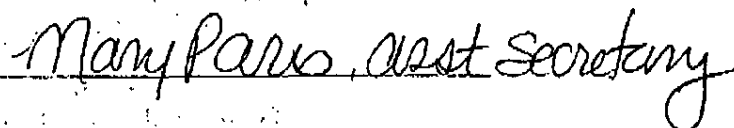
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TBS Hotel Management Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Dated: February 15, 2007

NRAI SERVICES, INC.

By:


Mary Paris, asst Secretary