

Florida Department of State(((H11000019209 3)))

Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
VISTA PLANTATION HOTEL, INC.**

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No. 1195 P. 3

P. 1

* * * Communication Result Report (Jan. 24. 2011 11:02AM) * * *

}} Burr Forman

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Burr Forman
1/25/2011 12:37:43 PM PAGE 1/001

No. 1195 P. 1
FAX 001:01



January 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BURR & FORMAN LLP

SUBJECT: VISTA PLANTATION HOTEL, INC.
REF: W11000004540

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

The document number of the name conflict is A1100000079 (VISTA PLANTATION HOTEL, LP).

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000019209
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VISTA PLANTATION HOTEL, LP

55 King Street West, Suite 801

Kitchener, Ontario

N2G 4W1

Phone: 519-744-4400

Fax: 519-744-5500

January 25, 2011

STATE OF FLORIDA

Department of State

Attention: OFFICE OF SECRETARY OF STATE

Dear Sir,

RE: Application for Incorporation of VISTA PLANTATION HOTEL, INC.

Reference is made to the organization of Vista Plantation Hotel, LP this date pursuant to the laws of the State of Florida.

Our agent for service, Dudley Sharp, Jr., Attorney at Law, has endeavoured to concurrently file Articles of Incorporation of Vista Plantation Hotel, Inc.

The shareholders of Vista Plantation Hotel Inc. are to be Ally Visram and Amin Visram.

Vista Plantation Hotel, Inc. is to be the general partner of Vista Plantation Hotel, LP. The limited partner is Ally Visram.

Accordingly, the principals of both entities are one and the same.

Kindly accept the Articles of Incorporation of Vista Plantation Hotel, Inc. for filing.

Yours very truly,

VISTA PLANTATION HOTEL, LP

Per:



AMIN S. VISRAM

ASV:jp

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ARTICLES OF INCORPORATION
of
VISTA PLANTATION HOTEL, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

ARTICLE I
NAME

The name of this Corporation is VISTA PLANTATION HOTEL, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this Corporation is 55 King St., Suite 801, Kitchener, Ontario N2G 4W1 and the mailing address is 55 King St., Suite 801, Kitchener, Ontario N2G 4W1.

ARTICLE III
EXISTENCE; DURATION

The date of corporate existence shall be the date of execution of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of execution, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

ARTICLE IV
GENERAL PURPOSE

The general nature of the business to be transacted by this Corporation and its power shall be to engage in any lawful business as provided for under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

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ARTICLE VI
PRE-EMPTIVE RIGHTS

The holders of common shares shall be entitled to purchase ratably according to their respective holdings any common shares (voting or nonvoting) of the corporation issued or sold for cash, and any purchase warrants or other option rights which may be issued giving the right to purchase such common shares for cash, but in either such case only at such prices and during such period or periods and upon such terms as may be determined from time to time by the Board of Directors.

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member nor more than five (5) members, as fixed from time to time by the Bylaws of the corporation. The corporation shall have two (2) Director(s) initially. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

The name and street address of the first Board of Directors of this corporation who shall hold office until his successors are elected and qualified shall be:

NAME ADDRESS

Amin S. Visram 55 King Street West, Suite 801,
Kitchener, Ontario, N2G 4W1

Ally Visram 2-8 Hawley Street,
Binghamton, New York, 13901

ARTICLE VIII
OFFICERS

The initial officers of the Corporation shall be as stated below. Thereafter, the officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following the annual meeting of the stockholders and new offices may be created, and appointment may be made therefore, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the Bylaws.

PRESIDENT Amin S. Visram
55 King Street West, Suite 801,
Kitchener, Ontario, N2G 4W1

SECRETARY Ally Visram
2-8 Hawley Street,
Binghamton, New York, 13901

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ARTICLE IX
ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the Bylaws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to time by the Bylaws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its Bylaws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer to be a stockholder of the corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the Bylaws.

7. 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 on stockholders herein are granted subject to this reservation, except that any amendment to Article III shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE X
INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or

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proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XI
CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation: and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 369 N. New York Ave., Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Dudley Q. Sharp.

ARTICLE XIII
INCORPORATOR

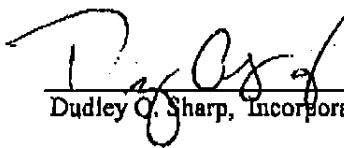
The name and address of the Incorporator of this Corporation is:

Dudley Q. Sharp 369 N. New York Ave., Suite 300
Winter Park, Florida 32798

ARTICLE XIV
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 24th day of January, 2011.



Dudley Q. Sharp, Incorporator

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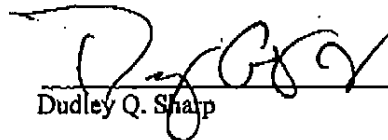
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for VISTA PLANTATION HOTEL, INC. at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Dudley Q. Sharp

PH 11
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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