

HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA

ATTORNEYS AT LAW

2801 SOUTH BAYSHORE DRIVE

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MIAMI, FLORIDA 33130

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December 28, 1994

FLORIDA EXPRESS

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Hotel Acquisition Corp.  
Our File No. 94-1575

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Hotel Acquisition Corp. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN, EQUELS,  
SIGARS & FURIA

*Marilyn Arias*  
Marilyn Arias, Legal Assistant

EFFECTIVE DATE

JAN 10 1995

/ma  
Enclosures

wpWIN 195-5

FILED  
95 JAN 11 PM 2 12  
SECRET  
TALLAHASSEE, FLORIDA

T. BROWN JAN 11 1995

**HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA**

ATTORNEYS AT LAW  
2801 SOUTH BAYSHORE DRIVE  
SUITE 600  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 559-7700  
TELEFAX (305) 559-9999

January 10, 1995.

**VIA FEDERAL EXPRESS**

Ms. Teresa Brown, Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Sunshine Hotel Acquisition Corp.  
Our File No. 94-1575

Dear Ms. Brown:

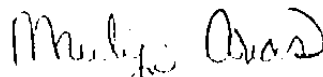
As per our conversation of this date, enclosed please find an original and one copy of the Articles of Incorporation of Sunshine Hotel Acquisition Corp. along with your correspondence dated December 30, 1994.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN, EQUELS,  
SIGARS & FURIA



Marilyn Arias, Legal Assistant

/ma  
Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 30, 1994

MARILYN ARIAS  
HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FUR  
2601 S. BAYSHORE DRIVE, SUITE 600  
MIAMI, FL 33133

SUBJECT: HOTEL ACQUISITION CORP.  
Ref. Number: W94000027627

We have received your document for HOTEL ACQUISITION CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 894A00054915

ARTICLES OF INCORPORATION  
OF  
SUNSHINE HOTEL ACQUISITION CORP.

FILED  
95 JAN 11 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Sunshine Hotel Acquisition Corp. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE

JAN 10 1995

The name of the corporation is:

SUNSHINE HOTEL ACQUISITION CORP.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

c/o Holtzman, Krinzman, Equels, Sigurs & Furia, P.A.  
2601 South Bayshore Drive  
Suite 600  
Coconut Grove, Florida 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 10, 1995.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Coconut Grove, Florida 33133 and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Petric Temiseva	c/o Holtzman, Krinzman, Equels, Sigars & Faria, P.A. 2601 South Bayshore Drive Suite 600 Coconut Grove, Florida 33133

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Krinzman	2601 South Bayshore Drive Suite 600 Coconut Grove, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 10th day of January, 1995.



Richard N. Krinzman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

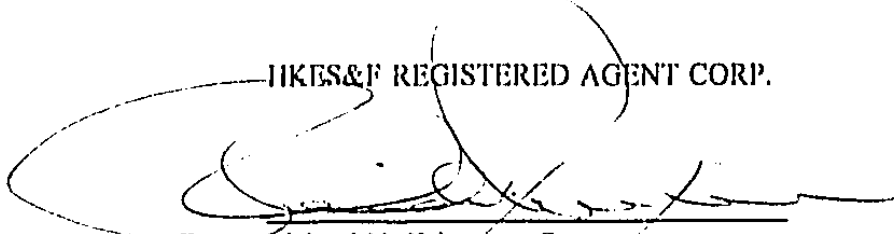
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Sunshine Hotel Acquisition Corp. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

HKES&F REGISTERED AGENT CORP.

By:   
Richard N. Krinzman, Secretary

WI\*WIN-20384

FILED  
95 JAN 11 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA