

P 950000 3107

Charter Number Only

1/10/95

TRELLES Alberto N.
Requestor's Name
999 PONCE DE LEON BLVD.
Address
CORAL GABLES FL 33134 10F. #1000
City State ZIP Phone

#7007C

VALIDATION ONLY

FILED
895 JAN 12 PM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

BGM HOTELS, INC.



EMPIRE Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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| Name |
| Availability |
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| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CERTIFIED COPY

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F. CHESSER JAN 12 1995

ARTICLES OF INCORPORATION
OF
BGM HOTELS, INC.

FILED
895 JAN 12 AM 10 39
SECRETARY OF STATE
TALLAHASSEE

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be BGM HOTELS, INC. and Its Principal Office Address is: 999 Ponce De Leon Boulevard, 10th Floor, Suite 1000, Coral Gables, Florida 33134.

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One hundred (100) shares

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0).

ARTICLES V- DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

Alberto N. Trelles, Esq.
999 Ponce De Leon Boulevard
10th Floor, Suite 1000,
Coral Gables, Florida 33134

ARTICLES VII - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

Alberto N. Trelles, Esq.
999 Ponce De Leon Boulevard
10th Floor, Suite 1000,
Coral Gables, Florida 33134

ARTICLES VIII - DIRECTORS

This Corporation shall have one (2) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Jose Ignacio Vicente | 1428 Brickell Ave. Suite 208 Miami, Florida 33131 |
| Manuel Calvo | 1428 Brickell Ave. Suite 208 Miami, Florida 33131 |

ARTICLES IX - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

| | |
|-----------------|---------------------------|
| PRESIDENT: | Luis Miguel Martin Romero |
| VICE-PRESIDENT: | Fernando Perozo |
| SECRETARY: | Julian Gomez de Castillo |
| TREASURER: | Julian Gomez de Castillo |

ARTICLES X - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation:

Alberto N. Trelles, Esq.
999 Ponce De Leon Boulevard
10th Floor, Suite 1000
Coral Gables, Florida 33134

ARTICLES XI - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ALBERTO N. TRELLES, INCORPORATOR

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

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

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT BGM HOTELS, INC. desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, ESQ., whose office is located at 999 PONCE DE LEON BLVD., 10th FLOOR, SUITE 1000, CORAL GABLES FLORIDA, 33134, as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 10th day of January, 1995.

By: 

RESIDENT

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JAN 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA