

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
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P95000003973

95 JUN 17 2:11:07

CIVIL SERVICE CORPORATION

Mail To:
P.O. Box 5020
Tallahassee, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 526007

AUTHORIZATION :

Patricia T. Tzitzis

COST LIMIT : \$ 175.00

ORDER DATE : January 17, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 526007

CUSTOMER NO: 5302A

CUSTOMER: Jeffrey Drew Butt, Esq
SHEAR NEWMAN HAHN AND
ROSENKRANZ, P.A.
Suite 1000
201 E. Kennedy Boulevard
Tampa, FL 33602

RUSH WILL WAIT

DOMESTIC FILING

200001881712

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NAME: GRIFFIN HOSPITALITY, INC.

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XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
95 JUN 17 2:11:22
TALLAHASSEE, FLORIDA

Dm
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02/A(2)

ARTICLES OF INCORPORATION
OF
GRIFFIN HOSPITALITY, INC.

FILED
95 JAN 17 PM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Griffin Hospitality, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is: Griffin Hospitality, Inc.

ARTICLE II

Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III

Purpose

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

ARTICLE IV

Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services

actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 201 E. Kennedy Boulevard, Suite 1000, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is STANLEY W. ROSENKRANZ, Esquire.

ARTICLE VI

Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 4900 Gulf Boulevard, St. Petersburg Beach, Florida 33706.

ARTICLE VII

Initial Board

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial director is:

Name

Nizar Lakhani

Address

4900 Gulf Boulevard
St. Petersburg Beach, Florida 33706

ARTICLE IIX

Subchapter S Election Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code, of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article IIX shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare

and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

ARTICLE IX

Incorporator

The name and street address of the incorporator is:

Name

Address

Stanley W. Rosenkranz

201 E. Kennedy Blvd., Suite 1000
Tampa, Florida 33602

ARTICLE X

Amendments

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

The undersigned incorporator has executed these Articles of Incorporation this 13th day of January, 1995.


STANLEY W. ROSENKRANZ, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRET
TALLAHASSEE
FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Griffin Hospitality, Inc.**
2. The name and address of the registered agent and office is:

STANLEY W. ROSENKRANZ, Esquire
201 E. Kennedy Boulevard, Ste. 1000
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Stanley W. Rosenkranz
STANLEY W. ROSENKRANZ, Registered Agent

Date: January 13, 1995