

JAN 18 '95 01:21 RUBIN BAUM LEVIN

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-233633401-6194

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HOTEL FUND OF AMERICA, INC.

FAX AUDIT NUMBER: H95000000690

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/18/1995

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FAX AUDIT NO. H95-690

January 18, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hotel Fund of America, Inc./Name Reservation #R94000004525

Ladies and Gentlemen:

The undersigned hereby assigns all his right, title and interest in and to the referenced name reservation in favor of R. Scott Ireland, as incorporator of a corporation to be formed under the law of the State of Florida under the name Hotel Fund of America, Inc.

Very truly yours,


Kendall Sparkman

KS/ts/enc.

FAX AUDIT NO. H95-690

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 26, 1994

KENDALL SPARKMAN
RUBIN, BAUM, LEVIN, ET AL.
200 S BISCAYNE BLVD, #2500
MIAMI, FL 33131-2336

The name HOTEL FUND OR AMERICA, INC. has been reserved for 120 days beginning September 26, 1994. The reservation number is R94000004525 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Janice Love-Washington

Letter number: 094000042966

Division of Corporations - P.O. Box 6327 - Tallahassee lda 32314

FAX AUDIT NO. H95-690

Division of Corporations • P.O. Box 6327 • Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
HOTEL FUND OF AMERICA, INC.

ARTICLE I - NAME

The name of this corporation is HOTEL FUND OF AMERICA, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

Penthouse 810
12000 Biscayne Boulevard
Miami, Florida 33181.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

Penthouse 810
12000 Biscayne Boulevard
Miami, Florida 33181;

and the name and address of the initial registered agent of this corporation is:

Name

Address

R. Scott Ireland

Penthouse 810
12000 Biscayne Boulevard
Miami, Florida 33181.

This instrument prepared by:
Martin A. Schwartz, Esquire
Florida Bar No. 318279
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BALZIN
2500 First Union Financial Center (33131-2336)
P.O. Box 019109
Miami, Florida 33101-9109
Telephone: 305-374-7500

Fax Audit No. 9511-690

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

Name

Address

Thomas K. Ireland

Penthouse 810
12000 Biscayne Boulevard
Miami, Florida 33181.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

R. Scott Ireland

Penthouse 810
12000 Biscayne Boulevard
Miami, Florida 33181.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

Fax Audit No. H95- 690

JAN 18 '95 01:27PM RUBIN BALM LEVIN

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ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 12th day of January, 1995.



R. Scott Ireland, Incorporator and Registered Agent