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ORLANDO, FLORIDA 32801

February 28, 1995

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Hospitality Concepts of Clearwater, Inc.

500001418285  
-03/02/95--01055--012  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

John P. Greeley

JPG/msj  
Enclosures  
cc: William J. Fox

JPG  
3/02/95  
P95-17394

ARTICLES OF INCORPORATION  
OF  
HOSPITALITY CONCEPTS OF CLEARWATER, INC.

FILED  
JAN 10 1963  
CLERK OF DISTRICT COURT  
JAN 10 1963

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Hospitality Concepts of Clearwater, Inc.

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

## ARTICLE IV

### Capital Stock

#### A. Number and Class of Shares Authorized, Par Value

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$.01 per share.

#### B. Description of Convertible Preferred Stock

(1) Designation. 100,000 shares of the 3,000,000 shares of preferred stock available for issuance by the Corporation are hereby designated "Convertible Preferred Stock" (the "Convertible Preferred Stock"). For so long as any shares of Convertible Preferred Stock are outstanding, all shares of Convertible Preferred Stock not issued and sold shall be reserved for issuance from time to time by the Board of Directors.

(2) Ranking. The Convertible Preferred Stock, with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation, shall rank senior to the Common Stock and to all other classes and series of equity securities of the Corporation, other than any classes or series of equity securities of the Corporation subsequently issued ranking on a parity with the Convertible Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation. No class or series of equity securities may rank senior to, or on parity with, the Convertible Preferred Stock as to the payment of dividends or upon liquidation, without the consent of the holders of two-thirds of the outstanding Convertible Preferred Stock. The Convertible Preferred Stock is junior to indebtedness issued from time to time, including notes and debentures.

(3) Dividend Rights. The holders of shares of Convertible Preferred Stock are entitled to receive, if, when and as declared by the Board of Directors of the Corporation out of assets of the Corporation legally available for payment.

(4) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of shares of Convertible Preferred Stock are entitled to receive out of assets of the Corporation available for distribution to shareholders, before any payment or distribution of assets is made to holders of Common Stock or any other class or series of stock ranking junior to the Convertible Preferred Stock

upon liquidation, liquidating distributions in the amount of \$1.00 per share plus accrued and unpaid dividends to the date fixed for such liquidation, dissolution or winding up. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the amounts payable with respect to the Convertible Preferred Stock and any other shares of stock of the Corporation ranking as to any such distribution on a parity with the Convertible Preferred Stock are not paid in full, the holders of the Convertible Preferred Stock and such other shares will share ratably in any such distribution of assets of the Corporation in proportion to the full respective preferential amounts to which they are entitled, and the holders of shares of Convertible Preferred Stock will not be entitled to any further participation in any distribution of assets by the Corporation. A merger or share exchange of the Corporation with or into another corporation or other entity shall not be deemed a liquidation, dissolution, or winding up of the Corporation.

(5) Voting Rights. Except as expressly required by applicable law, the holders of Convertible Preferred Stock will not be entitled to vote.

(6) Conversion Rights. The shares of Convertible Preferred Stock shall be convertible at the option of the holder thereof at any time after 60 months from the date of issuance into fully paid and nonassessable shares of Common Stock on the basis of one share of Common Stock for each share of Convertible Preferred Stock; provided, however, that if there is any subdivision or combination of the outstanding shares of Common Stock into a greater or lesser number of shares (without a proportionate and corresponding subdivision or combination of the outstanding Convertible Preferred Stock), or if there is a dividend payable in Common Stock to holders of record of Common Stock or the holders of Common Stock are entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into or entitling the holder thereof to receive additional shares of Common Stock without payment of consideration by such holder in such other securities, rights or additional shares of Common Stock, then the number of shares of Common Stock into which shares of Convertible Preferred Stock may be converted shall be adjusted by the Board of Directors in its sole discretion taking into account the effect of the Common Stock transaction. Conversion of Convertible Preferred Stock may be effected by any holder by delivering to the Corporation at its principal office (i) the certificate for the shares of Convertible Preferred Stock to be converted and (ii) a written notice stating that such holder elects to convert all or a specified whole number of such holder's shares of Convertible Preferred Stock in accordance with the provisions of this Section and specifying the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If any such notice specifies a name or names other than that of such holder, such notice shall be accompanied by a payment of all transfer taxes payable upon the issuance of shares of Common Stock in such name or names. Other than such taxes, the Corporation will pay any and all issue and other taxes (other than taxes based on income) that may be payable with respect to any issuance or delivery of shares of Common Stock upon conversion of the Convertible Preferred Stock. As promptly as practicable after surrender of such Convertible Preferred Stock certificate or certificates and the receipt of such notice relating thereto, and, if applicable, payment of all transfer taxes (or the demonstration to the reasonable satisfaction of the Corporation that such

taxes have been paid), the Corporation shall deliver or cause to be delivered (i) certificates representing the number of validly issued, fully paid and nonassessable shares of Common Stock to which the holder of shares of the Convertible Preferred Stock being converted shall be entitled and (ii) if less than the full number of shares of the Convertible Preferred Stock evidenced by the surrendered certificate or certificates is being converted, a new certificate or certificates for the number of shares evidenced by such surrendered certificate or certificates less the number of shares being converted. Such conversion shall be deemed to have been made at the close of business on the date of giving of such notice and of such surrender of the certificate or certificates representing the shares of Convertible Preferred Stock to be converted so that the rights of the holder thereof as to the shares being converted shall cease except for the right to receive shares of Common Stock in accordance herewith, and the person entitled to receive the shares of Common Stock shall be treated for all purposes as having become the record holder of such shares of Common Stock at such time.

C. Description of Remaining Shares of Preferred Stock.

The terms, preferences, limitations and relative rights of the remaining 2,700,000 shares of Preferred Stock are as follows:

(1) Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common stock.

(2) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where

otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(3) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

D. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

E. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Palm Harbor, County of Pinellas and State of Florida, and its address there shall be, at present, 2955 Landmark Way, Palm Harbor, Florida 34684, and the initial registered agent of the Corporation at that address shall be William J. Fox. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 2955 Landmark Way, Palm Harbor, Florida 34684.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the director of this Corporation are:

William J. Fox  
2955 Landmark Way  
Palm Harbor, Florida 34684

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

## ARTICLE VII

### Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

William J. Fox  
2955 Landmark Way  
Palm Harbor, Florida 34684

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### Amendment

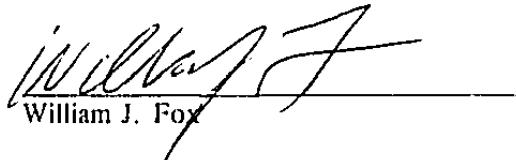
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

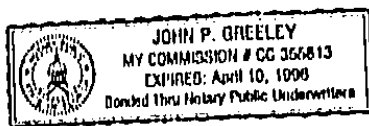
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 28th day of February, 1995.

  
William J. Fox



STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 28th day of February, 1995,  
by William J. Fox, who is personally known to me and who did not take an oath.



\_\_\_\_\_  
John P. Greeley  
Notary Public, State of Florida  
My Commission Expires: April 10, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

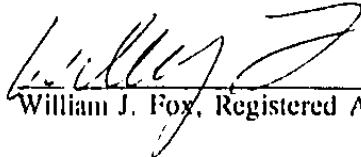
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Hospitality Concepts of Clearwater, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated William J. Fox as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2955 Landmark Way, Palm Harbor, Florida 34684.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of February, 1995.

  
\_\_\_\_\_  
William J. Fox, Registered Agent

FILED  
FEB 28 1995  
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3750 Orange Place  
Beachwood, OH 44122

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\*\*\*\*105.00 \*\*\*\*35.00

Office Use Only

CORPO

INT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

55 APR 11 PM 1:38  
5000 STATE  
CHICAGO, ILL 60601

SH 4/5

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is HOSPITALITY CONCEPTS OF CLEARWATER INC.

SECOND: The articles of incorporation were filed on 03/02/95

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 8th day of APRIL, 19 96

Signature

Gary L. Rogalski  
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

GARY L. ROGALSKI

(Typed or printed name)

PRESIDENT

(Title)

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