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MICHAEL P. SMODISH
ATTORNEY AT LAW
ONE WEST BANK BUILDING 301
BOYNTON BEACH, FLORIDA 33426
TELEPHONE 407-734-5005

April 20, 1995

REPLY TO:
POST OFFICE BOX 642
BOYNTON BEACH, FLORIDA 33425-0642

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

Re: RED LION BOCA, INC.

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-04/25/95--01076--008
***122.50 ***122.50

Dear Division of Corporations,

I enclose the original and one executed copy of the Articles of Incorporation for RED LION BOCA, INC., which is a new corporation to be formed under Florida law. I also enclose my check for \$122.50 payable to your order to pay for the filing fee and the cost of a certified copy.

Please file and approve the enclosed Articles and assign a Corporate Charter Number. Please certify the copy and send it to me at the above address. Thank you for your cooperation.

Yours very truly,

Michael P. Smodish
MICHAEL P. SMODISH

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ARTICLES OF INCORPORATION
OF

RED LION BOCA, INC.

* * * * *

ARTICLE I * NAME AND ADDRESS

The name of this corporation is RED LION BOCA, INC., and its principal place of business and mailing address shall initially be at 7136 Beracasa Way, Bay 54, Boca Raton, Florida 33433.

ARTICLE II * COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on March 31, 1995, and shall exist perpetually thereafter.

ARTICLE III * PURPOSE

This corporation is organized for the following purposes: to own and operate a pub business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate

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assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue Five Thousand (5,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7136 Beracasa Way, Bay 54, Boca Raton, Florida 33433, and the name of the Registered Agent of this corporation at that address is: Jeanine Mercado.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of three (3) directors. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are as follows: Robert J. Cameron, 487-

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Palo Verde Drive, Boynton Beach, Florida 33436; Jeanine Mercado, 9965-4 Pineapple Tree Drive, Boynton Beach, Florida 33426; and Robert Mercado, 4185 Birchwood Drive, Boca Raton, Florida 33487.

ARTICLE VII * MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII * RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By-Laws of this

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corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX * INCORPORATORS

The names and addresses of the persons signing these Articles are: Robert J. Cameron, 4878 Palo Verde Drive, Boynton Beach, FL 33436; Jeanine Mercado, 9965-4 Pineapple Tree Drive, Boynton Beach, FL 33436; and Robert Mercado, 4185 Birchwood Drive, Boca Raton, FL 33487.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on April 19, 1995.

RED LION BOCA, INC.

By: [Signature]
Robert J. Cameron

By: [Signature]
Jeanine Mercado

By: [Signature]
Robert Mercado

STATE OF FLORIDA
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on April 19, 1995, by ROBERT J. CAMERON, JEANINE MERCADO, and ROBERT MERCADO, on behalf of RED LION BOCA, INC., a Florida corporation.

[Signature]
~~Notary Public~~ Cynthia Mahovich Lacy
NOTARY PUBLIC, State of Florida
My Commission Expires:
Personally Known OR Produced Identification
Type of Identification Produced: Document



"OFFICIAL SEAL"
CYNTHIA MAHOVICH LACY
My Commission Expires 06/13/98
Commission #CC 382586

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

In compliance with Section 48.091 Florida Statutes, the following is submitted:

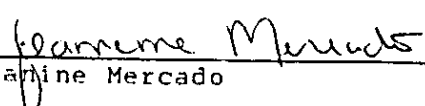
FIRST---That RED LION BOCA, INC., desiring to organize and qualify under the Laws of the State of Florida, with its principal place of business initially in the City of Boca Raton, Florida, has named JEANINE MERCADO, at 7136 Beracasa Way, Bay 54, Boca Raton, Florida 33433, as its Agent to accept service of process within Florida.

RED LION BOCA, INC.

By: 

Robert J. Cameron

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jeanine Mercado

Dated: 4/19/95

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