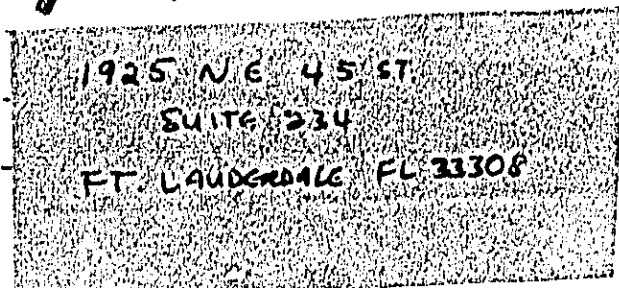


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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. First Women's Hospital & Management Company, Inc.
(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

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TALLAHASSEE, FLORIDA

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 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

Examiner's Initials

ARTICLES OF INCORPORATION
OF

CARIBBEAN HOSPITALITY & MANAGEMENT COMPANY, INC.

The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby forms a Corporation for profit under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be CARIBBEAN HOSPITALITY & MANAGEMENT COMPANY, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States and the State of FLORIDA. The main purpose of the corporation is to operate and manage various hospitality projects within the United States and the Caribbean, which shall include but not limited to hotels, restaurants, night clubs, apartment complexes, properties to attract tourist and other entertainment and consulting services.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1925 N.E. 45 STREET, SUITE 234, Ft. LAUDERDALE FLORIDA 33308. The name of the initial Registered Agent for the corporation at that address is SAMUEL MILLER.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

SAMUEL MILLER - PRESIDENT & 65% OWNERSHIP
LOUIS RANKINE - VICE PRESIDENT & 20% OWNERSHIP
BARRINGTON COOMBS - TREASURER & 5% OWNERSHIP
ALLAN G.S. VOCE - DIRECTOR & 5% OWNERSHIP
ALICE ORR - SECRETARY & 5% OWNERSHIP

ARTICLE VIII SUB-CHAPTER S CORPORATION

The corporation may elect to be a S Corporation, as provided in Sub-chapter S of the Internal Revenue Code.

The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code, unless the shareholders of the corporation unanimously agree otherwise in writing.

After this corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of the other shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code.

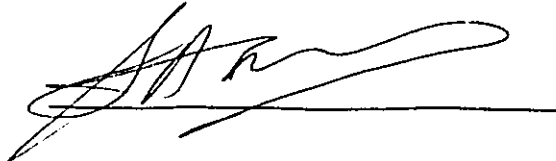
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

SAMUEL MILLER - PRESIDENT
1925 N.E. 45 STREET
SUITE 234
FT. LAUDERDALE FLORIDA 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of JUNE, 1995.

Incorporator:


A handwritten signature, likely of Samuel Miller, is written over a horizontal line. The signature is stylized and cursive.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before
me this 26th day of JUNE, 1995, by SAMUEL MILLER.



BARRINGTON G. COOMBS
MY COMMISSION # CC274801 EXPIRES
April 17, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.
(SEAL)



Notary Public
State of FLORIDA
My Commission Expires:

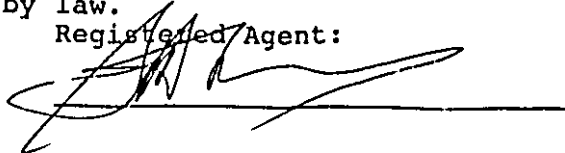
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. CARIBBEAN HOSPITALITY & MANAGEMENT COMPANY, INC. a corporation organizing under the laws of the State of FLORIDA, with its principal office located at 1925 N.E. 45 STREET, SUITE 234 FT LAUDERDALE FLORIDA 33308 has named SAMUEL MILLER, whose address is 1925 N.E. 45 STREET, SUITE 234, FT LAUDERDALE FLORIDA 33308, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:




STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared SAMUEL MILLER, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 26th day of JUNE, 1995.



BARRINGTON G. COOMBS
MY COMMISSION # CC274801 EXPIRES
April 17, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of FLORIDA
My Commission Expires:
April 17, 1997

FILED
95 JUL 11 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA