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((H95000009890)) PUBLIC ACCESS SYSTEM
 10: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET
 DEPARTMENT OF STATE FROM: EMPIRE CORPORATE FILM COMPANY
 STATE OF FLORIDA 1492 W FLAGLER ST
 409 EAST GAINES STREET SUITE 200
 TALLAHASSEE, FL 32309 MIAMI FL 33135-
 FAX: (904) 922-4000 CONTACT: RAY STORMONT
 PHONE: (305) 541-3094
 FAX: (305) 541-3770
 ((H95000009890)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: RESORT RENTALS OF FLORIDA CORPORATION
 FAX AUDIT NUMBER: H95000009890 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 09/06/1995 TIME REQUESTED: 14:37:50
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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PM 3:30



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

September 7, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST STE 200
MIAMI, FL 33135

SUBJECT: RESORTS RENTALS OF FLORIDA CORPORATION
REF: W95000017978

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

Torri Buckley
Corporate Specialist

FAX Aud. #: H95000009890
Letter Number: 295A00041335

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

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SEP 23 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
FLORIDA APARTMENT SUITES CORPORATION

ARTICLE ONE

The name of this corporation shall be:
FLORIDA APARTMENT SUITES CORPORATION

ARTICLE TWO

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

ARTICLE THREE

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

The amount of capital with which the corporation shall begin business shall not be less than SIX HUNDRED DOLLARS (\$600.00), or such greater amount as may be required by law.

ARTICLE FIVE

This corporation shall at all times have at least ONE (1) Director. The stockholders of this corporation may, from time to time, and at any time increase or diminish the size of this corporation's board of directors, provided that the corporation shall at all times have a minimum of one (1) Director.

ARTICLE SIX

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

This corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this corporation shall be known as common stock.

PREPARED BY: ANTONIO M. AGUILERA, ESQ. FB# 0459836
701 BRICKELL AVENUE, #3260
MIAMI, FLORIDA 33131
305-636-8804

0686000005641

0686000005641

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 600 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE (\$1.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

ARTICLE EIGHT

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 51%

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, Stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

The name and address of the initial directors and shareholders are as follows:

NAME ADDRESS

BEATRIZ GUERRA

169 Lincoln Road
Suite 315
Miami Beach, Florida 33139

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ARTICLE ELEVEN

STOCK TRANSFER RESTRICTION

The transfer of stock by a stockholder of this corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

ARTICLE TWELVE

The Registered Agent and the registered office of this Corporation shall be:

BEATRIZ GUERRA

169 Lincoln Road
Suite 315
Miami Beach, Florida 33139

ARTICLE THIRTEEN

The undersigned individual(s); competent to contract, execute this Certificate of Incorporation as it's initial Subscriber(s) and Director(s). The undersigned individual(s) shall hold office as Director until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

SUBSCRIBER/DIRECTOR

BEATRIZ GUERRA

169 Lincoln Road
Suite 315
Miami Beach, Florida 33139

The corporation shall change it's Principal office at any time.

MAILING ADDRESS:

169 Lincoln Road
Suite 315
Miami Beach, FL 33139

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ARTICLE FOURTEEN


Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FLORIDA APARTMENT SUITES CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH, STATE OF FLORIDA, HAS NAMED BEATRIZ GUERRA, OF 169 LINCOLN ROAD, SUITE 315, OF THE CITY OF MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


BEATRIZ GUERRA

SEPTEMBER 05, 1995

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.

SIGNATURE: 

BEATRIZ GUERRA

DATED: SEPTEMBER 05, 1995

ARTICLES.

5.

9/12/95

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11:38 AM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541 3694
FAX: (305) 541-3770

(((H95000010124))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: FLORIDA APARTMENT SUITES CORPORATION
FAX AUDIT NUMBER: H95000010124 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/12/1995 TIME REQUESTED: 11:38:35
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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FILED
1995 SEP 13 AM 9:42
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 12, 1995

FLORIDA APARTMENT SUITES CORPORATION
169 LINCOLN ROAD STE 315
MIAMI BEACH, FL 33139

SUBJECT: FLORIDA APARTMENT SUITES CORPORATION
REF: P95000069347

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000010124
Letter Number: 195A00041997

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

H95000010124

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FLORIDA APARTMENT SUITES CORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FILED
1995 SEP 13 AM 9:42
TALLAHASSEE STATE
FLORIDA

FIRST: Amendments adopted:

Article One should read: FLORIDA SUITES, INC.

Article Fourteen should read: FLORIDA SUITES, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: Sept. 11, 1995.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were approved by the shareholders. The numbers of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)."

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X _____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of September, 1995.

Signature:

BEATRIZ GUERRA
SHAREHOLDER/DIRECTOR/ INCORPORATOR

ANTONIO M. AGUILERA, ESQ.
701 BRICKELL AVENUE #3260
MIAMI, FL 33131

(305) 536-8804 / FBN. 0459836

H95000010124

P9500069347



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

Florida Suites, Inc.
100 Lincoln Road, Suite 315
Miami Beach, FL 33139

Dear Sir:

On September 13, 1995, Articles of Amendment were filed for your corporation, FLORIDA APARTMENT SUITES CORPORATION, document number P95000069347, changing its name to FLORIDA SUITES, INC.

The Articles of Amendment were filed in error as we had of record a service mark by the name of FLORIDA SWEETS, document number T11470, that was registered on July 25, 1989.

We ask that you change the name of your corporation to another name that that is distinguishable from FLORIDA SWEETS, by adding at least one distinguishable word. A change in the corporation suffix or simply adding "of Florida" is not sufficient. Enclosed is an amendment form. We will waive the filing fee for this amendment.

Enclosed is a self-addressed envelope for your convenience. If you have any questions regarding this matter, please do not hesitate to contact me in writing or by phone at (904) 487-6901.

Sincerely,

Susan Payne

Susan Payne
Senior Corporate Section Administrator
Division of Corporations