

Davila and Torres
ATTORNEYS AND COUNSELORS AT LAW

911 N. MAIN STREET, SUITE 5 • KISSIMMEE, FLORIDA 34744

LUIS DAVILA
ALFRED TORRES

Tel. (407) 933-0307
Fax (407) 933-0882

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December 13, 1996

Dept. of State
Division of Corp.
P.O. Box 6327
Tall., FL 32314


RE: CEPS HOTELS, INC.

Dear Sir/Madam:

Enclosed please find check for \$131.25 to cover the Filing Fee for Articles of Incorporation and one Certified of Good Standing.

Please return enclosed copy-certified-in enclosed envelope.

Sincerely,


Alfred Torres,
Attorney at Law

AT/sg

Enclosure

FILED
96 DEC 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACHESLER DEC 18 1996

ARTICLES OF INCORPORATION

OF

CEPS HOTELS, INC.

The undersigned hereby forms a corporation for profit under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

CEPS HOTELS, INC.

The address of the principal office of this corporation shall be 4694 West Irlo Bronson Memorial Highway, Kissimmee, FL, the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 200 shares at no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 4694 West Irlo Bronson Memorial Highway, Kissimmee, Florida, and the name of the initial registered agent of the corporation at the address is EUGENE CONSTANCE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The name and addresses of the officers and directors are:

EUGENE CONSTANCE
c/o Hotel
4694 W. Irlo Bronson
Memorial Highway
Kissimmee, FL 34746

President
Secretary
Treasurer
Director

PRADEEP SHINDE
c/o Hotel
4694 W. Irlo Bronson
Memorial Highway
Kissimmee, FL 34746

Vice President

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

EUGENE CONSTANCE
c/o Hotel
4694 West Irlo Bronson, Memorial Highway
Kissimmee, FL 34746

PRADEEP SHINDE
c/o Hotel
4694 West Irlo Bronson, Memorial Highway
Kissimmee, FL 34746

IN WITNESS WHEREOF, the undersigned Incorporator(s) have
executed these Articles, this 4 day of November, 1996.

Signature of Incorporator(s)

Eugene Constance
EUGENE CONSTANCE

Pradeep B. Shinde
PRADEEP SHINDE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CEPS HOTELS, INC.

2. The name and address of the registered agent and office is:

EUGENE CONSTANCE

(NAME)

c/o Hotel

4694 W. Irlo Bronson Memorial Highway

(P.O. BOX NOT ACCEPTABLE)

Kiss, Fl. 34746

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Eugene Constance

EUGENE CONSTANCE

DATE