

P-96000021346

ADAM R. SCHIFFMAN, P.A.
ATTORNEYS AT LAW

CONCORD CHURCH II • SUITE 900
1999 NORTHEAST 191 STREET
AVANTURA, FLORIDA 33180

DADE (305) 682-1328
FAX (305) 682-0063

ADAM R. SCHIFFMAN
NICOLE J. HUESMANN

FILED
96 JUL 15 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 21, 1996

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001837743
-05/24/96--01014--003
*****35.00 *****35.00

Re: Worldwide Hotels, Inc., a Florida corporation

Dear Gentlemen:

Enclosed please find our Operating Account Check number 2469 in the amount of \$35.00, payable to Secretary of State, Division of Corporations, for the fee due for change of a registered agent and a resignation of registered agent form. Please note the following information:

NAME OF NEW REGISTERED AGENT
MAILING ADDRESS

Linda M. Cohen
920 Tulip Court
Suite 100
Marco Island, Florida 33987

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Nicole J. Huesmann

/njh
Enclosures

RA Chg.

VS JUL 16 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1996

NICOLE J. HUESMANN
2999 ME 191 STREET, STE. 900
AVENTURA, FL 33180

SUBJECT: WORLDWIDE HOTELS, INC.
Ref. Number: P96000021346

We have received your document for WORLDWIDE HOTELS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 396A00027813

RECEIVED
96 JUL 15 AM 8:36
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Worldwide Hotels, Inc.

1b. The mailing address of the corporation is: 920 Tulip Court, Suite 100,
Marco Island, Florida 33937

1c. Date of Incorporation: March 5, 1996 Document number: P96000021346

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

Adam R. Schiffman
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Linda M. Cohen
920 Tulip Court, Suite 100
Marco Island, Florida 33937

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Berthold Holly 6/30/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Berthold Holly, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Linda M. Cohen 7/1/96
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

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

FILED
JUL 15 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. P 96000021346

ADAM R. SCHIFFMAN, P.A.
ATTORNEYS AT LAW

CONCORDIA CENTRE II • SUITE 900
2999 NORTHEAST 191 STREET
AVENTURA, FLORIDA 33180

PHONE (305) 682-1328
FAX (305) 682-0063

ADAM R. SCHIFFMAN
NICOLE J. HUESMANN

March 5, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32301

1000001734531
-03/06/98--01086--012
***122.50 ***122.50

RE: WORLDWIDE HOTELS, INC.

DELIVER DATE
3-5

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Worldwide Hotels, Inc.

Enclosed also is our firm's check in the amount of \$122.50 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,


NICOLE J. HUESMANN

NJH:sk
Encls.

SN MAR - 6 1998

TALLAHASSEE, FLORIDA

36 MAR - 6 AM 11:29

FILED

EFFECTIVE DATE
Mar 5, 96

ARTICLES OF INCORPORATION
OF
WORLDWIDE HOTELS, INC.

FILED
95 MAR -6 AM 11:29
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

WORLDWIDE HOTELS, INC.

The Corporation's address is 920 Tulip Court, Suite 100, Marco Island, Florida 33937.

ARTICLE II

DURATION

The corporation shall commence its existence on March 5, 1996, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Adam R. Schiffman, 2000 Northeast 101 Street, Suite 900, Aventura, Florida 33180.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is Adam R. Schiffman, 2000 Northeast 101 Street, Suite 900, Aventura, Florida 33180.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of March, 1996.



Adam R. Schiffman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 5 day of March, 1996.



Adam R. Schiffman

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

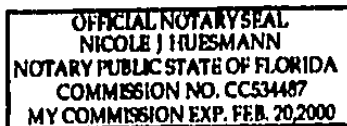
BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of Worldwide Hotels, Inc., and he/she acknowledged before me that he/she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 5 day of March, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



1999 MAR 10
10:00 AM
MIAMI, FLORIDA