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JOSEPH AMINOFF

ATTORNEY AT LAW

18301 BISCAYNE BLVD., SECOND FLOOR
NORTH MIAMI BEACH, FL 33156

TELEPHONE (305) 433-0834

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March 18th, 1996

Division of Corporations
P O BOX NO. 6327
Tallahassee
Florida 32314

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-03/20/96--01047--008
****122.50 ****122.50

RE: FILING OF ARTICLES OF INCORPORATION
HOTELES DAN ESTADOS UNIDOS, INC.

Dear Sir or Madam,

Please find enclosed herewith the Articles of Incorporation of
HOTELES DAN ESTADOS UNIDOS, INC. for filing with the State of
Florida. I have attached a check for \$122.50 for filing fees and
a certified copy of the Articles.

Thank you for your attention to this matter.

Yours sincerely,

JOSEPH AMINOFF, ESQ.

FILED
95 APR -8 AM 8:32
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

JOSEPH AMINOFF
18301 BISCAYNE BLVD. SECOND FLOOR
NO MIAMI BEACH, FL 33160

SUBJECT: HOTELES DAN ESTADOS UNIDOS, INC.
Ref. Number: W96000006420

We have received your document for HOTELES DAN ESTADOS UNIDOS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please provide an English translation for the entity's name in your cover letter.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00013682

JOSEPH AMINOFF

ATTORNEY AT LAW
10300 BISCAYNE BLVD., SECOND FLOOR
SOUTH MIAMI BEACH, FL 33100

TELEPHONE (305) 413-0734
FAX (305) 437-6304

April 1st, 1996

Teri Buckley
Corporate Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P O BOX NO. 6327
Tallahassee
FL. 32314

RE: REF NO. W96000006420
ARTICLES OF INCORPORATION OF
HOTELES DAN ESTADOS UNIDOS, INC.

Dear Ms. Teri Buckley,

Thank you for your letter of March 26th, 1996. I have made the necessary changes to the Articles of Incorporation which I attach for your review and filing with the State.

The literal translation to English of the name of this Corporation is **DAN HOTELS USA, INC.**

Thank you for your cooperation in this matter.

Yours sincerely,


JOSEPH AMINOFF, ESQ.

ARTICLES OF INCORPORATION
OF
HOTELES DAN ESTADOS UNIDOS, INC.

FILED
MAR 25 1963
CLERK OF DISTRICT COURT
JACKSONVILLE, FLA.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

HOTELES DAN ESTADOS UNIDOS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. Specifically, this corporation is to engage in the purchase, management and development of real estate and hotel properties.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND PRINCIPAL ADDRESS OF THE CORPORATION

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Joseph Aminoff, Esq.,
Law Offices of Joseph Aminoff
18301 Biscayne Boulevard
Second Floor
North Miami Beach, FL. 33160

The above address shall also serve as the principal address for the Corporation. The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is :

JOSE SPIWAK
12678 MOUNTAIN CREST LANE
LOS ANGELES
CALIFORNIA, 90049

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Joseph Aminoff, Esq.,
Law Offices of Joseph Aminoff
18301 Biscayne Boulevard
Second Floor
North Miami Beach, FL. 33160

ARTICLE IX

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled

- 4 -

to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

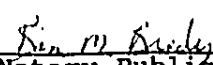
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 1st day of ~~March~~ ^{April}, 1996.


JOSEPH AMINOFF, ESQ.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JOSEPH AMINOFF, ESQ., the Incorporator of HOTELES DAN ESTADOS UNIDOS, INC. to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, this 1st day of ~~March~~ ^{April}, 1996.


Notary Public
State of Florida at Large

My Commission Expires :



KIM M. FIEDY
MY COMMISSION # 00302220 EXPIRES
December 10, 1997
BONDED THROUGH TARA INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That **HOTELES DAN ESTADOS UNIDOS, INC.** desiring to organize under the laws of the State of Florida, with its registered office at 18301 Biscayne Boulevard, North Miami Beach, Florida 33160, has named **JOSEPH AMINOFF, ESQ.**, located at The Law Offices of Joseph Aminoff, 18301 Biscayne Boulevard, North Miami Beach, Florida 33160, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Statutes relative to keeping open said office.



JOSEPH AMINOFF, ESQ.

FILED
APR - 8 PM 8:32
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA