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DELGADO,  
BEFELER,  
STARKMAN &  
MAGOLNICK, P.A.

Museum Tower/Suite 2701  
150 West Flagler Street  
Miami, Florida 33130

GEORGE BEFELER

Telephone  
(305) 358-0737 • (305) 379-8300  
Facsimile (305) 379-4404

VIA FEDERAL EXPRESS

April 25, 1996

Office of the Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RE: PENGUIN HOTEL, INC.; OUR FILE NO. FRIE 04 (1313)

Gentlemen:

Enclosed is an executed Articles of Incorporation with a conformed copy of the above named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

GEORGE BEFELER, P.A.



GEORGE BEFELER, ESQ.

GB:k1

Enclosures

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FILED  
55 APR 26 PM 3:03  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PENGUIN HOTEL, INC.

FILED  
65 APR 25 PM 3:03  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:** The name of the corporation is PENGUIN HOTEL, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

**FOURTH:** The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

**FIFTH:** The aggregate number of shares which the corporation shall have authority to issue is **ONE HUNDRED (100) SHARES** of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Markus Friedli  
5025 Collins Avenue, #2208  
Miami Beach, Florida 33140

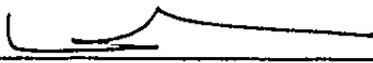
SEVENTH: The name and address of the incorporator, the initial registered agent and the initial registered office is:

George Befeler  
150 West Flagler Street  
Museum Tower, Suite 2701  
Miami, Florida 33130

EIGHTH: The principal office of the corporation is:

Penguin Hotel, Inc.  
1418 Ocean Drive  
Miami Beach, Florida 33140

DATED: April 25, 1996

  
\_\_\_\_\_  
GEORGE BEFELER  
Incorporator and Initial  
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

  
\_\_\_\_\_  
GEORGE BEFELER  
Incorporator and Initial  
Registered Agent

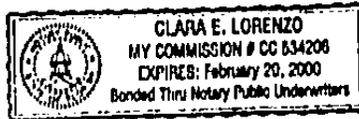
STATE OF FLORIDA)  
  : SS:  
COUNTY OF DADE )

FILED  
96 APR 26 PM 3:03  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of April, 1996 by George Befeler who did take an oath and who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My commission expires:



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