

CARTER & CONNOLLY

JOHN E. CARTER
ANDREW J. CONNOLLY
RACHEL T. FLATLEY
CARLA T. REECE

ROBERT T. CARLILE
OF COUNSEL

ANNETTE FRIEDMAN
OF COUNSEL

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April 30, 1996

Corporate Records Bureau
Div. of Corporations - Dept. of State
P. O. Box 6327
Tallahassee, FL 32301

Re: 21st Century Hotel Group, Incorporated

Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

I have enclosed a self-addressed stamped return envelope for your convenience in connection with forwarding your acknowledgment that same has been filed.

Thank you for your assistance in this matter.

Sincerely yours,

ANDREW J. CONNOLLY

AJC:db

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 AM 11:56

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1200 N. Federal Highway, Suite 312
Boca Raton, Florida 33432
407-368-9900 Broward 305-427-0933

9/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY -3 AM 11:56

ARTICLES OF INCORPORATION

OF

21st CENTURY HOTEL GROUP, INCORPORATED

ARTICLE I

NAME:

The name of this corporation is: 21st CENTURY HOTEL GROUP, INCORPORATED.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 100 shares of Common Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is: 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

The name of the initial registered agent of this corporation at that address is: John E. Carter.

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is:
John E. Carter, 1200 N. Federal Highway, Suite 312, Boca Raton,
Florida 33432.

ARTICLE VII

INDEMNIFICATION:

The corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE VIII

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation

for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 30 day of April, 1996.

JOHN E. CARTER, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 30 day of April, 1995, by JOHN E. CARTER who is personally known to me or who has produced as identification.

ANDREW J. CONNOLLY
NOTARY PUBLIC
MY COMMISSION # CC436748 EXPIRES May 28, 1999
DONORID THRU TROY FARM INSURANCE, INC. May 28, 1999

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: 21st CENTURY HOTEL GROUP, INCORPORATED, and my address for that purpose is: 1200 N. Federal Highway, Suite 312, Boca Raton, Florida 33432.

JOHN E. CARTER

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