

P96000055336

May 20, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ED0001848458
-06/03/96--01060--010
***122.50 ***122.50

Re: **HOFFMAN INVESTMENTS, INC.**

Enclosed please find the original and one (1) copy of the articles of Incorporation for the above corporation and a check for \$122.50.

FROM:

Susan Hoffman
SUSAN M HOFFMAN
11300 U.S. Highway 1 Suite 400
North Palm Beach, Florida 33408

W-11948

FILED
96 JUL -1 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-1-96
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 1996

SUSAN M HOFFMAN
11300 US HIGHWAY 1
SUITE 400
NORTH PALM BEACH, FL 33408

SUBJECT: HOFFMAN INVESTMENT ~~GROUP~~ *GROUP, INC.*
Ref. Number: W96000011948

We have received your document for HOFFMAN INVESTMENT ~~GROUP~~ *GROUP, INC.* and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00028162

ARTICLES OF INCORPORATION

OF

HOFFMAN INVESTMENT Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is **HOFFMAN INVESTMENT Group, Inc.**

SECOND: The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida is the following, viz:

To engage in the management of hotels, motels and other commercial properties.

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to dispose of real property within or without the state of Florida, wherever situated;

To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and

property of any kind and class, both within the State of Florida and without said State;

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property; both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection therewith;

To sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repair business in connection with or related thereto;

To acquire the good will, rights and property, and the whole, or any part of the assets, tangible and intangible, of any person, firm or corporation; and to undertake and assume the liabilities of any person, firm or corporation, to pay for the good will, rights, property and assets in cash, stock of this Corporation, bonds or otherwise, or by undertaking the whole, or any part, of the liabilities of the transferred; to hold, or in any manner dispose of, the whole, or any part, of the property so purchased; to conduct in any lawful manner the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business;

To undertake and carry out the incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing or financial readjustment or any corporation formed, or to be formed, or of any undertaking, business, affairs

or interest, and to transact any business necessary or incidental thereto;

To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or otherwise deal with patents, patent rights, licenses, copyrights, trademarks, trade names; and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate, or develop them, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state, government, or any dependency thereof;

To borrow money, issue notes, bonds, debentures, or other obligations or evidences of indebtedness, whether secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of the business; and to secure the same by mortgages, pledges or otherwise;

To join or enter into partnership agreements, cooperative agreements or agreements for a joint enterprise, with any person, firms, associations or corporations, and to engage in and carry on any business as a partner in a partnership that the Corporation is authorized to engage in;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by law to the same extent as natural persons might or could do, and the foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is one hundred thousand (100,000) shares of common stock having a par value of one Dollar (\$.10) per share.

FOURTH: The amount of capital with which this Corporation will begin business is One Thousand and No/100 Dollars (\$ 1,000.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 11300 U.S. Highway 1 Suite 400, North Palm Beach, Florida, 33408.

SEVENTH: This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by changes to

the By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of the members of the first Board of Directors, Incorporators and Subscribers to these Articles of Incorporation are:

SUSAN M. HOFFMAN

**11300 U.S. Hwy 1 Suite 400
North Palm Beach, FL 33408**

JEFFREY W. HOFFMAN

**11300 U.S. Hwy 1 Suite 400
North Palm Beach, FL 33408**

NINTH: The Registered Agent and his address for service of process of this Corporation is **SUSAN M. HOFFMAN**, 11300 U.S. HWY 1, North Palm Beach, Florida 33408.

TENTH: 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 a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1996.

Signatures of Incorporator:


JEFFREY W. HOFFMAN/PRESIDENT/TREASURER


SUSAN M. HOFFMAN/SECRETARY

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: **HOFFMAN INVESTMENT Group, Inc.** (2)
2. The name and address of the registered agent and

office is: **SUSAN M. HOFFMAN
11300 U.S. HIGHWAY 1 SUITE 400
NORTH PALM BEACH, FL 33408**

Signature: *Susan Hoffman*

Title: **SECRETARY**

Date: **MAY 1, 1996**

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: *Susan Hoffman*

Date: *5-28-96*

**FILED
96 JUL -1 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**