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EFFECTIVE DATE
1-31-29/96
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 AM 9:17

South Hotel & Restaurants, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation South Hotel & Restaurants, Inc. The corporation's initial principal place of business shall be 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

ARTICLE V

Capital Stock

- (a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock each having \$1.00 par value.
- (b) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (c) **Cumulative Voting.** Cumulative voting shall not be permitted.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 350 Mary Street, Suite 404, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

ARTICLE VII

Directors

- (a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) Initial Director. The name and street address of the members of the first board of directors of the corporation is:

Name

Street Address

David R. Lange South Hotel & Restaurants, Inc. 825 So. Bayshore Drive, Suite 1847,
Miami, Florida 33131

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such by law is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

The name and street address of the incorporator of this corporation are:


David R. Lange
825 Brickell Avenue, Suite 1847
Miami, Florida 33131

ARTICLE XI

Amendment


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

IN WITNESS WHEREOF, the Incorporator has executed these Articles on


David R. Lange

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 7-29-96 by
David R. Lange, who is personally known by me.


Notary Public, State of Florida



ADA J. SUAREZ
MY COMMISSION # CC 230873 EXPIRES
September 23, 1998
BONDED THIRD TRUST FARM INSURANCE, INC

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

South Hotel & Restaurants, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 825 Brickell Avenue, Suite 1847, Miami, Florida has designated Robert V. Fitzsimmons of 3250 Mary Street, Suite 404, Coconut Grove, Florida 33133 as resident agent to accept service of process within Florida.


David R. Lange, Incorporator

Dated: July - 27 - 96

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.


ROBERT V. FITZSIMMONS
Registered Agent

Date: 7-29-96

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