

1201 HAYS STREET  
MIAMI, FL 33130-3607  
800-342-8086  
P9600064271



PRODUCT HALL  
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 037369 80335A

AUTHORIZATION : Patricia Pyzik

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1996

ORDER TIME : 3:33 PM

ORDER NO. : 037369

000001809030

CUSTOMER NO: 80335A

CUSTOMER: Robert V. Fitzsimmons, Esq  
ROBERT V. FITZSIMMONS, P A

Suite 404  
3250 Mary Street  
Miami, FL 33133

DOMESTIC FILING

NAME: ANGLER HOTEL-D.R. INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        MAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: L. Dunlap

EXAMINER'S INITIALS:

625-  
W96-15965

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 AM 10:27

8/1/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

25 AUG - 1 21 01 32  
DIVISION OF CORPORATIONS

**RESUBMIT**  
Please give original  
submission date as file date.

July 31, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ANGLER HOTEL - D.R. INC.  
Ref. Number: W96000015965

We have received your document for ANGLER HOTEL - D.R. INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 296A00036641

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 4:10:27

EFFECTIVE DATE

7/24/96

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 30 AM 10:27

Angler Hotel - D.R. 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 is Angler Hotel - D.R. 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 hundred (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 3250 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   **Angler Hotel - D.R. 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**

**IN WITNESS WHEREOF**, the Incorporator has executed these Articles on July 24, 1996

  
David R. Lange  
JULY 24, 1996

**STATE OF FLORIDA )**  
**COUNTY OF DADE ) SS:**



**ADA J. SUAREZ**  
**MY COMMISSION # CG 230073 EXPIRES**  
**September 23, 1996**  
**BONDED THRU TROY FAIR INSURANCE, INC.**

John T. Lavery  
Notary Public, State of Florida

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

**Angler Hotel - D.R. 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 30 AM 10:27



David R. Lange, Incorporator

JULY 24, 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.



ROBERT V. FITZSIMMONS  
Registered Agent

JULY 24, 1996