

ROBERT T. GARLILE  
OF COUNSEL  
ANNETTE FRIEDMAN  
OF COUNSEL

P96000067040

FILED  
SECRETARY OF STATE  
DIVISION OF CONSERVATION  
96 AUG -9 AM 10:39

100001918161  
-08/09/96--01066--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

**Dear Sir:**

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

**Thank you for your assistance in this matter.**

Sincerely yours,

**ANDREW J. CONNOLLY**

AJC:db

## Enclosures

F:\APPS\VP\ZICENT-SCHE\ICORR-127

**1200 N. Federal Highway, Suite 312  
Boca Raton, Florida 33432  
407-368-9900 Broward 954-427-0933**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -9 AM 10:39

ARTICLES OF INCORPORATION

OF

21st CENTURY HOTEL GROUP-BRAZIL PROPERTIES, INCORPORATED

ARTICLE I

NAME:

The name of this corporation is: 21st CENTURY HOTEL GROUP-BRAZIL PROPERTIES, 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 \_\_\_\_ day of August, 1996.

  
JOHN E. CARTER, Incorporator

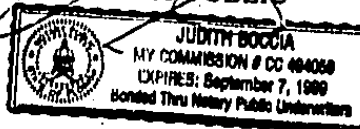
STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup> day of August, 1996, by JOHN E. CARTER who is personally known to me.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

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

  
JOHN E. CARTER