

1201 HAYS STREET
TALLAHASSEE, FL
32301-2220
904-222-0700
904-222-0900 FAX

96 SEP 23 PM 2:04



TRANSACTIONAL SERVICES ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 094639 82203A

Patricia Pyritz

COS'T LIMIT : \$ 122.50

ORDER DATE : September 23, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 094639

CUSTOMER NO: 82203A

500001953815

Suite 603
2665 S. Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: PREMIER HOSPITALITY
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
96 SEP 23 PM 2:55
SECRET/ST OF STATE
TALLAHASSEE, FLORIDA

7C SEP 23 1996

SEP 23 1996

ARTICLES OF INCORPORATION
OF
PREMIER HOSPITALITY MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 23 PM 2:55

FILED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PREMIER HOSPITALITY MANAGEMENT, INC.

The address of the principal office of this corporation shall be 2665 South Bayshore Drive, #603, Miami, Florida 33133, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Marsha G. Madorsky
Dir./Pres.

2665 South Bayshore Drive, #603
Miami, Florida 33133

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on September 23, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporat¹ service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

GLS/dks

FILED
96 SEP 23 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARSHA G. MADORSKY
ATTORNEY AT LAW

P96000078875

October 7, 1996

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

900001969633
-10/03/96--01101--011
*****35.00 *****35.00

Re: PREMIER HOSPITALITY MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent, together with our check payable to the Department of State, Division of Corporations in the amount of \$35.00 to cover the filing fee.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Marsha G. Madorsky

Enclosure
MGM/nb

FILED
96 OCT -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge

10-14-96

Charter No. P96000078875

Date Filed Sept. 23, 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Premier Hospitality Management, Inc.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Marsha G. Madorsky

2665 S. Bayshore Drive, Suite 603

Miami, Florida 33133

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Marsha G. Madorsky, Esq.
(Typed or printed name and title)

Signature

(President or Vice President)

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Marsha G. Madorsky, Esq.

Signature

(Agent)

Date