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September 23, 1996

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

100001955211
-09/24/96--01148--016
****122.50 ****122.50


RE: Florida Hospitality Management Corp., a Florida corporation

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Florida Hospitality Management Corp. along with a check in the amount of \$122.50 which represents the necessary filing fees. Please file the enclosed and return the certified copy to the undersigned in the enclosed stamped, self addressed envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Miriam Benitez
Legal Assistant

Enclosures

cc: Mr. David Siddiqi, (w/encls.)

FILED
96 SEP 24 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Called Miriam Benitez
to confirm they did reserve
the name, reser. # 96-3667*

84 SEP 26 1996

Articles of Incorporation
of
FLORIDA HOSPITALITY MANAGEMENT CORP.

FILED
96 SEP 24 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

FLORIDA HOSPITALITY MANAGEMENT CORP.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on September 24, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of September 23, 1996.


Gregg S. Truxton, Esquire

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and
607.0501 of the Florida Statutes:

Having been appointed registered agent of Florida
Hospitality Management Corp. in its Articles of Incorporation, at
the place designated in such Articles of Incorporation, the
undersigned hereby agrees to act in this capacity and affirms
that it is familiar with, and accepts, the obligations of such
position.


Gregg S. Truxton, Esquire

Dated: September 23, 1996

FILED
96 SEP 24 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA