

LAW OFFICES  
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PROFESSIONAL ASSOCIATION

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P9600028759  
October 27, 1996

OFFICE OF THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

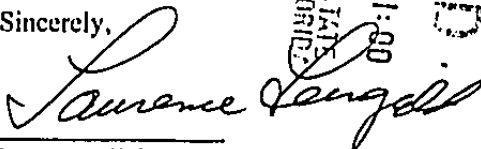
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir,

Enclosed please find Articles of Incorporation of Hospitality Value Group, Inc., along with a check in the amount of \$122.50, which consists of \$70.00 filing fee, plus \$52.50 for a certified copy. Thank you for your assistance.

Please return to the undersigned.

Sincerely,

  
Laurence Feingold

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
12/29

ARTICLES OF INCORPORATION  
OF  
HOSPITALITY VALUE GROUP, INC.

ARTICLE I - Name

The name of this corporation is HOSPITALITY VALUE GROUP, INC.

ARTICLE II - Duration

This corporation shall be perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Any act of business that a natural person could engage in.
- (b) Pursue its purposes and business in any and all locations, foreign or domestic.
- (c) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (d) Buy and sell real and personal property of any nature whatsoever.
- (e) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (f) Import and export wares, goods and merchandise of any nature whatsoever.
- (g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- (i) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (j) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (k) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
- (l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms, and/or corporation.

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(m) Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

#### ARTICLE IV - Capital Stock

This corporation is authorized to issue ten million (10,000,000) shares of common stock. Said shares to have no par value.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 2125 Biscayne Boulevard, Suite 300, Miami, Florida 33137. The name and address of the initial registered agent of this corporation is Jan Pozin, 11520 Sedgemoore Drive North, Jacksonville, Florida 32223.

#### ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The name and address of the initial directors of this corporation:

<u>Name</u>	<u>Address</u>
Morris Jaffe	2125 Biscayne Boulevard Suite 300 Miami, Florida 33137
Jan Pozin	11520 Sedgemoore Drive North Jacksonville, Florida 32223

#### ARTICLE VII - Incorporator

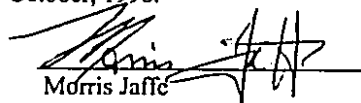
The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Morris Jaffe	2125 Biscayne Boulevard Suite 300 Miami, Florida 33137

#### 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of October, 1996.

  
Morris Jaffe

\_\_\_\_\_

\_\_\_\_\_

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

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Morris Jaffe, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of October, 1996.

 (SEAL)  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

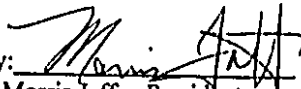


CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


That HOSPITALITY VALUE GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named Jan Pozin, located at 11520 Sedgemoore Drive North, Jacksonville, Florida, 32223 County of Duval, State of Florida, as its agent to accept service of process within this State.

HOSPITALITY VALUE GROUP, INC.

By:   
Morris Jaffe, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Jan Pozin

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