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November 12, 1996

* LICENSED IN OHIO ONLY

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32324

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****122.50 ****122.50

RE: Gulf Coast Hospitality Group, Inc.

To Whom It May Concern:

Enclosed please find for filing the Articles of Incorporation of Gulf Coast Hospitality Group, Inc., along with a check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified copy of Articles	52.50
Certified Designating	
Registered Agent	<u>35.00</u>
	\$122.50

FILED
96 NOV 18 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed is a duplicate original of the Articles of Incorporation for your convenience in returning a certified copy of the Articles.

Thank you for your assistance in this matter.

EFFECTIVE DATE
NOV 11 1996

Very truly yours,


G. Carson McEachern
For the Firm

GCM/kaf
Enclosures.
99999-363

cc: Mr. Alan J. Pratt
Mr. Peter R. Sereno, Jr.

AB 11/20

EFFECTIVE DATE
NOV 11 1996

FILED
96 NOV 18 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GULF COAST HOSPITALITY GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME AND PRINCIPAL PLACE

The name of the corporation is GULF COAST HOSPITALITY GROUP, INC. The principal place of business of the corporation shall initially be 4300 Gulf Shore Boulevard North, Naples, Florida 34103.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of \$0.01 par value common stock, which shall be designated "common shares".

ARTICLE V

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 4300 Gulf Shore Boulevard North, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is Peter R. Sereno, Jr.. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alan J. Pratt	4300 Gulf Shore Boulevard North Naples, Florida 34103
Christopher J. Sereno	4300 Gulf Shore Boulevard North Naples, Florida 34103
Peter R. Sereno, Jr.	4300 Gulf Shore Boulevard North Naples, Florida 34103

A quorum of the Board of Directors shall consist of no fewer than two-thirds of the number of directors.

ARTICLE VIII
INCORPORATOR

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

NAME

Alan J. Pratt

ADDRESS

4300 Gulf Shore Boulevard North
Naples, Florida 34103

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X
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, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XII

EFFECTIVE DATE


These Articles of Incorporation shall be effective upon the date of subscription and acknowledgement.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of NOVEMBER, 1996.


ALAN J. PRATT

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of November, 1996, by ALAN J. PRATT, who is personally known to me ~~or who has~~ produced _____ as identification.


Notary Public, State of Florida
Print Name KATHLEEN A. FAMULARE
Serial Number _____

[NOTARY SEAL]

My Commission Expires:

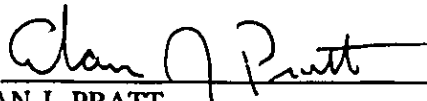


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 NOV 18 AM 10:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GULF COAST HOSPITALITY GROUP, INC.
2. The name and address of the registered agent and office is Peter R. Sereno, Jr.,
4300 Gulf Shore Boulevard North, Naples, Florida 34103.




ALAN J. PRATT

Title: Incorporator

Date: 11 November, 1996

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



PETER R. SERENO, JR.

Date: 12 November, 1996